

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

ATTORNEY MONTHLY FEE STATEMENT COVER SHEET
FOR THE PERIOD APRIL 1, 2023, THROUGH APRIL 30, 2023

In re BlockFi Inc., *et al.*

Applicant: Kirkland & Ellis LLP and
Kirkland & Ellis International LLP.

Case No. 22-19361 (MBK)

Client: Debtors and Debtors in Possession

Chapter 11

Case Filed: November 28, 2022

**COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION
UNDER PENALTY OF PERJURY PURSUANT TO 28 U.S.C. § 1746.**

RETENTION ORDER ATTACHED.

/s/ Joshua A. Sussberg 06/27/2023
JOSHUA A. SUSSBERG Date

<p style="text-align: center;">SECTION I FEE SUMMARY</p>
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Summary of Amounts Requested for the Period
April 1, 2023, through April 30, 2023 (the “**Compensation Period**”)

Fee Total	\$2,196,545.00
Disbursement Total	\$514,547.23
Total Fees Plus Disbursements	\$2,711,092.23

Summary of Amounts Requested for Previous Periods

Total Previous Fees and Expenses Requested:	\$8,605,478.41
Total Fees and Expenses Allowed to Date:	\$0.00
Total Retainer Remaining:	\$529,673.00
Total Holdback:	\$1,664,890.30
Total Received by Applicant:	\$6,940,588.11

Name of Professional	Title	Department	Year Admitted	Hours	Rate	Fee
Ziv Ben-Shahar	Associate	Restructuring	2022	23.50	\$735.00	\$17,272.50
Cade C. Boland	Associate	Litigation - General	2021	22.10	\$985.00	\$21,768.50
Trevor Eck	Associate	Restructuring	Pending	39.40	\$735.00	\$28,959.00
Will Guthrie	Associate	Corporate - M&A/Private Equity	2008	32.90	\$1,245.00	\$40,960.50
David Hackel	Associate	Restructuring	Pending	31.10	\$735.00	\$22,858.50
Rob Jacobson	Associate	Restructuring	2019	158.60	\$1,155.00	\$183,183.00
Katherine Karnosh	Associate	Taxation	2021	15.20	\$935.00	\$14,212.00
Mike James Koch	Associate	Restructuring	2020	44.10	\$735.00	\$32,413.50
Sarah R. Margolis	Associate	Restructuring	2021	46.60	\$995.00	\$46,367.00
Brian Nakhaimousa	Associate	Restructuring	2021	106.60	\$995.00	\$106,067.00
Alex D. Pappas	Associate	Litigation - General	2021	7.70	\$985.00	\$7,584.50
Isabella J. Parette	Associate	Restructuring	Pending	106.00	\$735.00	\$77,910.00
Reena Patel	Associate	Litigation - General	2022	5.80	\$715.00	\$4,147.00
Francis Petrie	Associate	Restructuring	2017	169.10	\$1,295.00	\$218,984.50
William Phalen	Associate	International Trade	2018	2.40	\$1,245.00	\$2,988.00
Alexandria Ray	Associate	Litigation - General	2022	5.20	\$715.00	\$3,718.00
Margaret Reiney	Associate	Restructuring	2018	102.90	\$1,155.00	\$118,849.50
Jimmy Ryan	Associate	Restructuring	2022	63.80	\$885.00	\$56,463.00
Alexandra Schrader	Associate	Litigation - General	2021	80.90	\$985.00	\$79,686.50
Trevor Snider	Associate	Technology & IP Transactions	2023	11.00	\$1,245.00	\$13,695.00
Katie J. Welch	Associate	Litigation - General	2018	26.10	\$1,135.00	\$29,623.50
Mason N. Zurek	Associate	Restructuring	2021	5.20	\$995.00	\$5,174.00
Bob Allen, P.C.	Partner	Litigation - General	2012	21.60	\$1,605.00	\$34,668.00
Kelsey Bleiweiss	Partner	Litigation - General	2016	20.90	\$1,245.00	\$26,020.50
Steven M. Cantor	Partner	Taxation	2017	4.00	\$1,455.00	\$5,820.00
Zac Ciullo	Partner	Litigation - General	2014	7.90	\$1,310.00	\$10,349.00
Shayne Henry	Partner	Litigation - General	2014	7.90	\$1,310.00	\$10,349.00
Richard U. S. Howell, P.C.	Partner	Litigation - General	2006	79.60	\$1,620.00	\$128,952.00
Matthew Lovell, P.C.	Partner	Technology & IP Transactions	2002	5.10	\$1,895.00	\$9,664.50
Casey McGushin	Partner	Litigation - General	2014	112.70	\$1,415.00	\$159,470.50
Allison F. Murphy	Partner	Litigation - General	2007	6.70	\$1,310.00	\$8,777.00
Christine A. Okike, P.C.	Partner	Restructuring	2009	112.10	\$1,850.00	\$207,385.00
Evangelia Podaras	Partner	ECEB - Labor/Employment	2016	2.00	\$1,405.00	\$2,810.00
William T. Pruitt	Partner	Litigation - General	2004	3.70	\$1,550.00	\$5,735.00
Laura K. Riff	Partner	Litigation - General	2011	44.60	\$1,405.00	\$62,663.00
Anthony Vincenzo Sexton, P.C.	Partner	Taxation	2011	2.00	\$1,680.00	\$3,360.00

Name of Professional	Title	Department	Year Admitted	Hours	Rate	Fee
Michael B. Slade	Partner	Litigation - General	1999	153.40	\$1,855.00	\$284,557.00
Josh Sussberg, P.C.	Partner	Restructuring	2004	15.10	\$2,045.00	\$30,879.50
Steve Toth	Partner	Corporate - M&A/Private Equity	2005	21.20	\$1,615.00	\$34,238.00
Julia R. Foster	Paralegal	Restructuring	N/A	5.90	\$480.00	\$2,832.00
Meghan E. Guzaitis	Paralegal	Litigation - General	N/A	7.40	\$550.00	\$4,070.00
Ashton LeBourgeois	Paralegal	Litigation - General	N/A	2.20	\$485.00	\$1,067.00
Megan Buenviaje	Litigation & Practice Tech Project Manager	Litigation - General	N/A	24.80	\$475.00	\$11,780.00
Esther Estella Garcia	Litigation & Practice Technology Discovery Advisor	Litigation & Practice Tech	N/A	19.40	\$645.00	\$12,513.00
Ricardo Guzman	Litigation & Practice Tech Project Manager	Litigation - General	N/A	12.00	\$475.00	\$5,700.00
TOTALS				1,798.40		\$2,196,545.00

**SECTION II
SUMMARY OF SERVICES**

Matter Number	Services Rendered	Hours	Fee
3	Adversary Proceeding & Contested Matters	158.90	\$190,640.00
6	Case Administration	40.60	\$47,738.50
7	Cash Management	62.20	\$78,399.50
8	Customer and Vendor Communications	4.00	\$5,664.50
10	Official Committee Matters and Meetings	10.00	\$14,664.50
11	Use, Sale, and Disposition of Property	102.60	\$144,328.00
12	Corp., Governance, & Securities Matters	7.90	\$12,894.50
13	Employee Matters	8.70	\$11,801.00
16	Hearings	15.20	\$23,203.00
17	Insurance and Surety Matters	10.60	\$13,887.50
18	Disclosure Statement, Plan, Confirmation	518.80	\$593,852.50
19	International Issues	3.60	\$6,105.00
20	K&E Retention and Fee Matters	102.20	\$88,561.00
21	Non-K&E Retention and Fee Matters	19.30	\$17,793.50
22	Tax Matters	4.60	\$6,562.50
23	Non-Working Travel	20.70	\$32,760.00
24	U.S. Trustee Communications & Reporting	3.00	\$3,647.50
25	Regulatory	155.40	\$164,259.50
26	Investigation Matters	299.80	\$461,445.00
29	Wallet Withdrawal Relief	250.30	\$278,337.50
SERVICES TOTALS		1,798.40	\$2,196,545.00

**SECTION III
SUMMARY OF DISBURSEMENTS**

Disbursements	Amount
Third Party Telephone Charges	\$48.00
Standard Copies or Prints	\$820.80
Color Copies or Prints	\$5,091.50
Outside Messenger Services	\$301.33
Local Transportation	\$340.97
Travel Expense	\$15,000.00
Airfare	\$3,659.50
Transportation to/from airport	\$3,710.53
Travel Meals	\$1,419.73
Court Reporter Fee/Deposition	\$20,614.08
Professional Fees	\$455,487.70
Catering Expenses	\$96.00
Computer Database Research	\$1,229.00
Westlaw Research	\$4,136.81
LexisNexis Research	\$1,804.03
Overtime Transportation	\$118.19
Overtime Meals - Non-Attorney	\$41.15
Overtime Meals - Attorney	\$457.44
Overnight Delivery - Hard	\$64.07
Computer Database Research - Soft	\$106.40
DISBURSEMENTS TOTAL	\$514,547.23

**SECTION IV
CASE HISTORY**

- (1) Date cases filed: November 28, 2022
- (2) Chapter under which case commenced: Chapter 11
- (3) Date of retention: February 1, 2023, effective as of November 28, 2022. *See* **Exhibit A**.

If limit on number of hours or other limitations to retention, set forth: N/A
- (4) Summarize in brief the benefits to the estate and attach supplements as needed:¹
 - (a) The Applicant researched, drafted, and filed a responsive pleading and a revised proposed order in support of the Debtors' first motion to extend the exclusivity periods to file and solicit a chapter 11 plan (the "Exclusivity Motion") [Docket Nos. 740 (response), 744 (revised proposed order)] and obtained an order approving the Exclusivity Motion [Docket No. 755].
 - (b) The Applicant coordinated with the Debtors' other advisors with regard to the filing of two declarations in support of the Exclusivity Motion [Docket Nos. 742, 743].
 - (c) The Applicant researched, drafted, and filed a motion and related filings seeking a limited waiver of the requirements of section 345(b) of the Bankruptcy Code [Docket No. 770].
 - (d) The Applicant drafted, coordinated, and filed a responsive pleading and declaration in support of the Debtors' Wallet Withdrawal Motion [Docket Nos. 804 (declaration), 805 (response)].
 - (e) The Applicant drafted and coordinated with the Debtors' other advisors with regard to a proposed chapter 11 plan.
 - (f) The Applicant drafted a disclosure statement, motion seeking approval thereof, and related materials and pleadings regarding the Debtors' proposed chapter 11 plan.
 - (g) The Applicant worked with the Debtors' advisors and co-counsel to prepare and file monthly operating reports for each Debtor.

¹ The following summary is intended to highlight the general categories of services the Applicant rendered on behalf of the Debtors and for the benefit of the estates; it is not intended to itemize each and every professional service which the Applicant performed.

- (h) The Applicant prepared responses and produced documents responsive to numerous discovery requests from the Committee pursuant to its ongoing Rule 2004 examination (the “Investigation”).
 - (i) The Applicant prepared witnesses for and defended depositions noticed pursuant to the Committee’s Investigation.
 - (j) The Applicant attended and participated in hearings related to the foregoing.
 - (k) The Applicant prepared and revised its report and recommendations in connection with the investigation of the Special Committee of the Debtors’ Boards of Directors.
 - (l) The Applicant tended to other matters concerning administration of the chapter 11 cases.
 - (m) The Applicant rendered all other services set forth on the invoices attached hereto as Exhibit B.²
- (5) Anticipated distribution to creditors:
- (a) Administration expense: Unknown at this time.
 - (b) Secured creditors: Unknown at this time.
 - (c) Priority creditors: Unknown at this time.
 - (d) General unsecured creditors: Unknown at this time.
- (6) Final disposition of case and percentage of dividend paid to creditors: This is the fifth monthly fee statement.

² The invoice attached hereto as Exhibit B contains detailed descriptions of the services rendered and expenses incurred by the Applicant during the Compensation Period.

Exhibit A

Retention Order

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

Caption in Compliance with D.N.J. LBR 9004-1(b)

COLE SCHOTZ P.C.

Michael D. Sirota, Esq. (NJ Bar No. 014321986)
Warren A. Usatine, Esq. (NJ Bar No. 025881995)
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KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
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HAYNES AND BOONE, LLP

Richard S. Kanowitz, Esq. (NJ Bar No. 047911992)
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kenric.kattner@haynesboone.com

Proposed Attorneys for Debtors and Debtors in Possession

In re:

BLOCKFI INC., *et al.*,

Debtors.¹



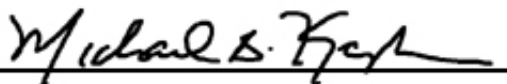
Order Filed on February 1, 2023
by Clerk
U.S. Bankruptcy Court
District of New Jersey

Chapter 11

Case No. 22-19361 (MBK)

(Jointly Administered)

DATED: February 1, 2023


Honorable Michael B. Kaplan
United States Bankruptcy Judge

**ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND
KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022**

The relief set forth on the following pages, numbered three (3) through nine (9) is **ORDERED**.

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Debtors: BLOCKFI INC., *et al.*

Case No.: 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

Upon the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 28, 2022* (the “Application”),² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), for the entry of an order (this “Order”) authorizing the Debtors to retain and employ Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “Kirkland”) as their attorneys effective as of the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the District of New Jersey (the “Local Rules”); and the Court having reviewed the Application, the Declaration of Joshua A. Sussberg, the president of Joshua A. Sussberg, P.C., a partner of Kirkland & Ellis LLP, and a partner of Kirkland & Ellis International LLP (the “Sussberg Declaration”), and the declaration of Zachary Prince, the Chief Executive Officer and President of BlockFi Inc. (the “Prince Declaration”); and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application and in the Sussberg Declaration that (a) Kirkland does not hold or represent an interest adverse to the

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

Debtors' estates and (b) Kirkland is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and the Court having found that the relief requested in the Application is in the best interests of the Debtors' estates; and the Court having found that the Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and the Court having reviewed the Application and having heard statements in support of the Application at a hearing held before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor **IT IS HEREBY ORDERED THAT:**

1. The Application is **GRANTED** to the extent set forth herein.
2. The Debtors are authorized to retain and employ Kirkland as their attorneys effective as of the Petition Date in accordance with the terms and conditions set forth in the Application and in the Engagement Letter attached hereto as **Exhibit 1**, to the extent set forth herein.
3. Kirkland is authorized to provide the Debtors with the professional services as described in the Application and the Engagement Letter. Specifically, but without limitation, Kirkland will render the following legal services:
 - a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

- b. advising and consulting on their conduct during these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
 - c. attending meetings and negotiating with representatives of creditors and other parties in interest;
 - d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
 - e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
 - f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
 - g. advising the Debtors in connection with any potential sale of assets;
 - h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
 - i. advising the Debtors regarding tax matters;
 - j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
 - k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors' assets; and (iii) advising the Debtors on corporate and litigation matters.
4. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court.

Kirkland also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "Revised UST Guidelines"), both in connection with the Application and the interim and final fee applications to be filed by Kirkland in these chapter 11 cases.

5. Notwithstanding anything in the Application, Declaration, or Engagement Letter to the contrary, Kirkland shall apply any remaining amounts of its prepetition advance payment retainer as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to an order of the Court awarding fees and expenses to Kirkland. Kirkland is authorized without further order of the Court to apply amounts from the prepetition advance payment retainer, that would otherwise be applied toward payment of postpetition fees and expenses, as are necessary and appropriate to compensate and reimburse Kirkland for fees or expenses incurred on or prior to the Petition Date consistent with its ordinary course billing practice. At the conclusion of Kirkland's engagement by the Debtors, if the amount of any advance payment retainer held by Kirkland is in excess of the amount of Kirkland's outstanding and estimated fees, expenses, and costs, Kirkland will pay to the Debtors the amount by which any advance payment retainer exceeds such fees, expenses, and costs, in each case in accordance with the Engagement Letter.

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

6. Notwithstanding anything to the contrary in the Application, the Engagement Letter, or the Declarations attached to the Application, the reimbursement provisions allowing the reimbursement of fees and expenses incurred in connection with participating in, preparing for, or responding to any action, claim, suit, or proceeding brought by or against any party that relates to the legal services provided under the Engagement Letter and fees for defending any objection to Kirkland's fee applications under the Bankruptcy Code are not approved.

7. Kirkland shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Kirkland to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

8. Kirkland will charge no more than \$0.10 per page per standard duplication services in these chapter 11 cases.

9. In order to avoid any duplication of effort and provide services to the Debtors in the most efficient and cost-effective manner, Kirkland shall coordinate with Haynes and Boone, LLP, Cole Schotz, P.C., and any additional firms the Debtors retain regarding their respective responsibilities in these chapter 11 cases. As such, Kirkland shall use its best efforts to avoid duplication of services provided by any of the Debtors' other retained professionals in these chapter 11 cases.

10. No agreement or understanding exists between Kirkland and any other person, other than as permitted by Bankruptcy Code section 504, to share compensation received for services rendered in connection with these chapter 11 cases, nor shall Kirkland share or agree to share

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

compensation received for services rendered in connection with these chapter 11 cases with any other person other than as permitted by Bankruptcy Code section 504.

11. Upon entry of a final order on the *Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to File A Consolidated List of Top 50 Unsecured Creditors and Consolidated List of Creditors, (II) Authorizing the Debtors to Redact Certain Personally Identifiable Information of Individual Creditors, Clients, Equity Holders, and Current and Former Employees, (III) Authorizing Client Name Redaction, (IV) Waiving the Requirement to File an Equity List and Provide Notices Directly to Equity Security Holders, and (V) Granting Related Relief* [Docket No. 4], Kirkland will disclose the information that the Court orders to be unredacted, if any, through a supplemental declaration. Further, if the Court denies the Motion to Seal [Docket No. 127], Kirkland will, through a supplemental declaration, disclose the identities of all counterparties that were filed under seal, and the connections of Kirkland to such potential counterparties.

12. Prior to applying any increases in its hourly rates beyond the rates set forth in the Application or Engagement Letter, Kirkland shall provide ten-business-days' notice of any such increases to the Debtors, the U.S. Trustee, and the Committee appointed in the Debtors' chapter 11 cases and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

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13. The Debtors and Kirkland are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

14. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Rules are satisfied by the contents of the Application.

15. To the extent the Application, the Sussberg Declaration, the Prince Declaration, or the Engagement Letter is inconsistent with this Order, the terms of this Order shall govern.

16. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Application or otherwise waived.

17. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

18. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Exhibit 1

Engagement Letter

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

Joshua A. Sussberg, P.C.
To Call Writer Directly:
+1 212 446 4829
joshua.sussberg@kirkland.com

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New York, NY 10022
United States

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www.kirkland.com

Facsimile:
+1 212 446 4900

November 12, 2022

Jonathan Mayers
BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Re: Retention to Provide Legal Services

Dear Mr. Mayers,

We are very pleased that you have asked us to represent BlockFi Inc., at the direction of the independent directors of BlockFi Inc., and only those affiliates and wholly or partially owned subsidiaries listed in an addendum or supplement to this letter (collectively, “Client”) in connection with a potential restructuring. Please note, the Firm’s representation is only of Client; the Firm does not and will not represent any direct or indirect shareholder, director, officer, partner, employee, affiliate, or joint venturer of Client or of any other entity.

General Terms. This retention letter (this “Agreement”) sets forth the terms of Client’s retention of Kirkland & Ellis LLP (and its affiliated entity Kirkland & Ellis International LLP (collectively, the “Firm”)) to provide legal services and constitutes an agreement between the Firm and Client (the “Parties”). This Agreement (notwithstanding any guidelines for outside counsel that Client may provide to the Firm) sets forth the Parties’ entire agreement for rendering professional services for the current matter, as well as for all other existing or future matters (collectively, the “Engagement”), except where the Parties otherwise agree in writing.

Fees. The Firm will bill Client for fees incurred at its regular hourly rates and in quarterly increments of an hour (or in smaller time increments as otherwise required by a court). The Firm reserves the right to adjust the Firm’s billing rates from time to time in the ordinary course of the Firm’s representation of Client.

Although the Firm will attempt to estimate fees to assist Client in Client’s planning if requested, such estimates are subject to change and are not binding unless otherwise expressly and unequivocally stated in writing.

Expenses. Expenses related to providing services shall be included in the Firm’s statements as disbursements advanced by the Firm on Client’s behalf. Such expenses include photocopying, printing, scanning, witness fees, travel expenses, filing and recording fees, certain

KIRKLAND & ELLIS LLP

Mr. Mayers
November 12, 2022
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CONFIDENTIAL

secretarial overtime, and other overtime expenses, postage, express mail, and messenger charges, deposition costs, computerized legal research charges, and other computer services, and miscellaneous other charges. Client shall pay directly (and is solely responsible for) certain larger costs, such as consultant or expert witness fees and expenses, and outside suppliers' or contractors' charges, unless otherwise agreed by the Parties. By executing this Agreement below, Client agrees to pay for all charges in accordance with the Firm's schedule of charges, a copy of which is attached hereto at Schedule 1, as revised from time to time.

Billing Procedures. The Firm's statements of fees and expenses are typically delivered monthly, but the Firm reserves the right to alter the timing of delivering its statements depending on circumstances. Client may have the statement in any reasonable format it chooses, but the Firm will select an initial format for the statement unless Client otherwise requests in writing. Depending on the circumstances, however, estimated or summary statements may be provided, with time and expense details to follow thereafter.

Retainer. Client agrees to provide to the Firm an "advance payment retainer," as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct, *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007), and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein), in the amount of \$100,000. In addition, Client agrees to provide one or more additional advance payment retainers upon request by the Firm so that the amount of any advance payment retainers remains at or above the Firm's estimated fees and expenses. The Firm may apply the advance payment retainers to any outstanding fees as services are rendered and to expenses as they are incurred. Client understands and acknowledges that any advance payment retainers are earned by the Firm upon receipt, any advance payment retainers become the property of the Firm upon receipt, Client no longer has a property interest in any advance payment retainers upon the Firm's receipt, any advance payment retainers will be placed in the Firm's general account and will not be held in a client trust account, and Client will not earn any interest on any advance payment retainers; provided, however, that solely to the extent required under applicable law, at the conclusion of the Engagement, if the amount of any advance payment retainers held by the Firm is in excess of the amount of the Firm's outstanding and estimated fees, expenses, and costs, the Firm will pay to Client the amount by which any advance payment retainers exceed such fees, expenses, and costs. Client further understands and acknowledges that the use of advance payment retainers is an integral condition of the Engagement, and is necessary to ensure that: Client continues to have access to the Firm's services; the Firm is compensated for its representation of Client; the Firm is not a pre-petition creditor in the event of a Restructuring Case; and that in light of the foregoing, the provision of the advance payment retainers is in Client's best interests. The fact that Client has provided the Firm with an advance payment retainer does not affect Client's right to terminate the client-lawyer relationship.

KIRKLAND & ELLIS LLP

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Please be advised that there is another type of retainer known as a “security retainer,” as defined in *Dowling v. Chicago Options Assoc.*, 875 N.E.2d at 1018, and *In re Caesars Entm’t Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein). A security retainer remains the property of the client until the lawyer applies it to charges for services that are actually rendered and expenses that are incurred. Any unearned funds are then returned to the client. In other circumstances not present here, the Firm would consider a security retainer and Client’s funds would be held in the Firm’s segregated client trust account until applied to pay fees and expenses. Funds in a security retainer, however, can be subject to claims of Client’s creditors and, if taken by creditors, may leave Client unable to pay for ongoing legal services, which may result in the Firm being unable to continue the Engagement. Moreover, a security retainer creates clawback risks for the Firm in the event of an insolvency proceeding. The choice of the type of retainer to be used is Client’s choice alone, but for the Engagement and for the reasons set forth above, the Firm is unwilling to represent Client in the Engagement without using the advance payment retainer.

Termination. The Engagement may be terminated by either Party at any time by written notice by or to Client. The Engagement will end at the earliest of (a) Client’s termination of the Engagement, (b) the Firm’s withdrawal, and (c) the substantial completion of the Firm’s substantive work. If permission for withdrawal is required by a court, the Firm shall apply promptly for such permission, and termination shall coincide with the court order for withdrawal. If this Agreement or the Firm’s services are terminated for any reason, such termination shall be effective only to terminate the Firm’s services prospectively and all the other terms of this Agreement shall survive any such termination.

Upon cessation of the Firm’s active involvement in a particular matter (even if the Firm continues active involvement in other matters on Client’s behalf), the Firm will have no further duty to inform Client of future developments or changes in law as may be relevant to such matter. Further, unless the Parties mutually agree in writing to the contrary, the Firm will have no obligation to monitor renewal or notice dates or similar deadlines that may arise from the matters for which the Firm had been retained.

Cell Phone and E-Mail Communication. The Firm hereby informs Client and Client hereby acknowledges that the Firm’s attorneys sometimes communicate with their clients and their clients’ professionals and agents by cell telephone, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client does not wish the Firm to discuss privileged matters on cell telephones with Client or Client’s professionals or agents.

The Firm hereby informs Client and Client hereby acknowledges that the Firm’s attorneys sometimes communicate with their clients and their clients’ professionals and agents by unencrypted e-mail, that such communications are capable of being intercepted by others and

KIRKLAND & ELLIS LLP

Mr. Mayers
November 12, 2022
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therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client wishes to institute a system to encode all e-mail between the Firm and Client or Client's professionals or agents.

File Retention. All records and files will be retained and disposed of in compliance with the Firm's policy in effect from time to time. Subject to future changes, it is the Firm's current policy generally not to retain records relating to a matter for more than five years. Upon Client's prior written request, the Firm will return client records that are Client's property to Client prior to their destruction. Although we will return your records (i.e., your client file) to you at any time upon your written request, you agree that your client file will not include our Firm's internal files including administrative materials, internal communications, and drafts. It is not administratively feasible for the Firm to advise Client of the closing of a matter or the disposal of records. The Firm recommends, therefore, that Client maintain Client's own files for reference or submit a written request for Client's client files promptly upon conclusion of a matter. Notwithstanding anything to the contrary herein, Client acknowledges and agrees that any applicable privilege of Client (including any attorney-client and work product privilege or any duty of confidentiality) (collectively, the "Privileges") belongs to Client alone and not to any successor entity (including without limitation the Client after a change in control or other similar restructuring or non-restructuring transaction (including without limitation a reorganized Client after the effective date of a plan of reorganization), whether through merger, asset or equity sale, business combination, or otherwise, irrespective of whether such transaction occurs in a Restructuring Case or on an out-of-court basis (in each case, a "Transaction")). Client hereby waives any right, title, and interest of such successor entity to all information, data, documents, or communications in any format covered by the Privileges that is in the possession of the Firm ("Firm Materials"), to the extent that such successor entity had any right, title, and interest to such Firm Materials. For the avoidance of doubt, Client agrees and acknowledges that after a Transaction, such successor entity shall have no right to claim or waive the Privileges or request the return of any such Firm Materials; instead, such Firm Materials shall remain in the Firm's sole possession and control for its exclusive use, and the Firm will (a) not waive any Privileges or disclose the Firm Materials, (b) take all reasonable steps to ensure that the Privileges survive and remain in full force and effect, and (c) assert the Privileges to prevent disclosure of any Firm Materials.

Data Protection. You further agree that, if you provide us with personal data, you have complied with applicable data protection legislation and that we may process such personal data in accordance with our Data Transfer and Privacy Policy at www.kirkland.com. We process your personal data in order to (i) carry out work for you; (ii) share the data with third parties such as expert witnesses and other professional advisers if our work requires; (iii) comply with applicable laws and regulations and (iv) provide you with information relating to our Firm and its services.

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Conflicts of Interest. As is customary for a law firm of the Firm's size, there are numerous business entities, with which Client currently has relationships, that the Firm has represented or currently represents in matters unrelated to Client.

Further, in undertaking the representation of Client, the Firm wants to be fair not only to Client's interests but also to those of the Firm's other clients. Because Client is engaged in activities (and may in the future engage in additional activities) in which its interests may diverge from those of the Firm's other clients, the possibility exists that one of the Firm's current or future clients may take positions adverse to Client (including litigation or other dispute resolution mechanisms) in a matter in which such other client may have retained the Firm or one of Client's adversaries may retain the Firm in a matter adverse to another entity or person.

In the event a present conflict of interest exists between Client and the Firm's other clients or in the event one arises in the future, Client agrees to waive any such conflict of interest or other objection that would preclude the Firm's representation of another client (a) in other current or future matters substantially unrelated to the Engagement or (b) other than during a Restructuring Case (as defined below), in other matters related to Client (such representation an "Allowed Adverse Representation"). By way of example, such Allowed Adverse Representations might take the form of, among other contexts: litigation (including arbitration, mediation and other forms of dispute resolution); transactional work (including consensual and non-consensual merger, acquisition, and takeover situations, financings, and commercial agreements); counseling (including advising direct adversaries and competitors); and restructuring (including bankruptcy, insolvency, financial distress, recapitalization, equity and debt workouts, and other transactions or adversarial adjudicative proceedings related to any of the foregoing and similar matters).

Client also agrees that it will not, for itself or any other entity or person, assert that either (i) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (ii) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing another entity or person in any Allowed Adverse Representation. Client further agrees that any Allowed Adverse Representation does not breach any duty that the Firm owes to Client or any of Client's affiliates. Client also agrees that the Firm's representation in the Engagement is solely of Client and that no member or other entity or person related to it (such as a shareholder, parent, subsidiary, affiliate, director, officer, partner, employee, or joint venturer) has the status of a client for conflict of interest purposes.

In addition, if a waiver of a conflict of interest necessary to allow the Firm to represent another client in a matter that is not substantially related to the Engagement is not effective for any reason, Client agrees that the Firm may withdraw from the Engagement. Should that occur, Client will not, for itself or any other entity or person, seek to preclude such termination of services or assert that either (a) the Firm's representation of Client or any of Client's affiliates in any past,

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November 12, 2022
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present, or future matter or (b) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing such other client or acting on such adverse matter.

It is important that you review this letter carefully and consider all of the advantages and disadvantages of waiving certain conflicts of interests that would otherwise bar the Firm from representing parties with interests adverse to you during the time in which the Firm is representing you. You also understand that because this waiver includes future issues and future clients that are unknown and unknowable at this time, it is impossible to provide you with any more details about those prospective clients and matters. Thus, in choosing to execute this waiver, you have recognized the inherent uncertainty about the array of potential matters and clients the Firm might take on in matters that are adverse to you but have nonetheless decided it is in your interest to waive conflicts of interest regarding the Allowed Adverse Representations and waive rights to prohibit the Firm's potential withdrawal should a conflict waiver prove ineffectual.

The Firm informs Client that certain entities owned by current or former Firm attorneys and senior staff ("attorney investment entities") have investments in funds or companies that may, directly or indirectly, be affiliated with Client, hold investments in Client's debt or equity securities, may be adverse to Client, or conduct commercial transactions with Client (each, a "Passive Holding"). The attorney investment entities are passive and have no management or other control rights in such funds or companies. The Firm notes that other persons may in the future assert that a Passive Holding creates, in certain circumstances, a conflict between the Firm's exercise of its independent professional judgment in rendering advice to Client and the financial interest of Firm attorneys participating in the attorney investment entities, and such other persons might seek to limit Client's ability to use the Firm to advise Client on a particular matter. While the Firm cannot control what a person might assert or seek, the Firm believes that the Firm's judgment will not be compromised by virtue of any Passive Holding. Please let us know if Client has any questions or concerns regarding the Passive Holdings. By executing this letter, Client acknowledges the Firm's disclosure of the foregoing.

Restructuring Cases. If it becomes necessary for Client to commence a restructuring case under chapter 11 of the U.S. Bankruptcy Code (a "Restructuring Case"), the Firm's ongoing employment by Client will be subject to the approval of the court with jurisdiction over the petition. If necessary, the Firm will take steps necessary to prepare the disclosure materials required in connection with the Firm's retention as lead restructuring counsel. In the near term, the Firm will begin conflicts checks on potentially interested parties as provided by Client.

If necessary, the Firm will prepare a preliminary draft of a schedule describing the Firm's relationships with certain interested parties (the "Disclosure Schedule"). The Firm will give Client a draft of the Disclosure Schedule once it is available. Although the Firm believes that these

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relationships do not constitute actual conflicts of interest, these relationships must be described and disclosed in Client's application to the court to retain the Firm.

If in the Firm's determination a conflict of interest arises in Client's Restructuring Case requiring separate conflicts counsel, then Client will be required to use separate conflicts counsel in those matters.

No Guarantee of Success. It is impossible to provide any promise or guarantee about the outcome of Client's matters. Nothing in this Agreement or any statement by Firm staff or attorneys constitutes a promise or guarantee. Any comments about the outcome of Client's matter are simply expressions of judgment and are not binding on the Firm.

Consent to Use of Information. In connection with future materials that, for marketing purposes, describe facets of the Firm's law practice and recite examples of matters the Firm handles on behalf of clients, Client agrees that, if those materials avoid disclosing Client's confidences and secrets as defined by applicable ethical rules, they may identify Client as a client, may contain factual synopses of Client's matters, and may indicate generally the results achieved.

Reimbursement of Fees and Expenses. Client agrees to promptly reimburse the Firm for all internal or external fees and expenses, including the amount of the Firm's attorney and paralegal time at normal billing rates, as incurred by the Firm in connection with participating in, preparing for, or responding to any action, claim, objection, suit, or proceeding brought by or against any third-party that relates to the legal services provided by the Firm under this Agreement. Without limiting the scope of the foregoing, and by way of example only, this paragraph extends to all such fees and expenses incurred by the Firm: in responding to document subpoenas, and preparing for and testifying at depositions and trials; and with respect to the filing, preparation, prosecution or defense of any applications by the Firm for approval of fees and expenses in a judicial, arbitral, or similar proceeding. Further, Client understands, acknowledges, and agrees that in connection with a Restructuring Case, if Client has not objected to the payment of a Firm invoice or to a Firm fee and expense application, has in fact paid such invoice, or has approved such fee and expense application, then Client waives its right (and the right of any successor entity as a result of a Transaction or otherwise) to subsequently object to the payment of fees and expenses covered by such invoice or fee application.

LLP. Kirkland & Ellis LLP is a limited liability partnership organized under the laws of Illinois, and Kirkland & Ellis International LLP is a limited liability partnership organized under the laws of Delaware. Pursuant to those statutory provisions, an obligation incurred by a limited liability partnership, whether arising in tort, contract or otherwise, is solely the obligation of the limited liability partnership, and partners are not personally liable, directly or indirectly, by way of indemnification, contribution, assessment or otherwise, for such obligation solely by reason of being or so acting as a partner.

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Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Illinois, without giving effect to the conflicts of law principles thereof.

Miscellaneous. This Agreement sets forth the Parties' entire agreement for rendering professional services. It can be amended or modified only in writing and not orally or by course of conduct. Each Party signing below is jointly and severally responsible for all obligations due to the Firm and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each Party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable. Any agreement or waiver contained herein by Client extends to any assignee or successor in interest to Client, including without limitation the reorganized Client upon and after the effective date of a plan of reorganization in a Restructuring Case.

This Agreement is the product of arm's-length negotiations between sophisticated parties, and Client acknowledges that it is experienced with respect to the retention of legal counsel. Therefore, the Parties acknowledge and agree that any otherwise applicable rule of contract construction or interpretation which provides that ambiguities shall be construed against the drafter (and all similar rules of contract construction or interpretation) shall not apply to this Agreement. The Parties further acknowledge that the Firm is not advising Client with respect to this Agreement because the Firm would have a conflict of interest in doing so, and that Client has consulted (or had the opportunity to consult) with legal counsel of its own choosing. Client further acknowledges that Client has entered into this Agreement and agreed to all of its terms and conditions voluntarily and fully-informed, based on adequate information and Client's own independent judgment. The Parties further acknowledge that they intend for this Agreement to be effective and fully enforceable upon its execution and to be relied upon by the Parties.

* * *

Please confirm your agreement with the arrangements described in this letter by signing the enclosed copy of this letter in the space provided below and returning it to us. Please understand that, if we do not receive a signed copy of this letter within twenty-one days, we will withdraw from representing you in this Engagement.


Very truly yours,

KIRKLAND & ELLIS LLP

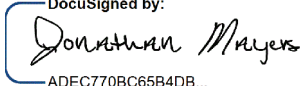
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November 12, 2022
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By: 
Printed Name: Joshua A. Sussberg
Title: Partner

Agreed and accepted this 12th day of November, 2022

BlockFi Inc.
DocuSigned by:
By: 
Name: Jonathan Mayers
Title: General Counsel

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December 12, 2022
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SUPPLEMENTAL ADDENDUM: List of Client Affiliates

BlockFi Asia PTE. Ltd.
BlockFi Cayman LLC
BlockFi Holding UK Limited
BlockFi International Ltd.
BlockFi Investment Products LLC
BlockFi Lending LLC
BlockFi Lending II LLC
BlockFi Services, Inc.
BlockFi Trading LLC
BlockFi UK Limited
BlockFi Ventures LLC
BlockFi Wallet LLC

KIRKLAND & ELLIS LLP**CLIENT-REIMBURSABLE EXPENSES AND OTHER CHARGES***Effective 01/01/2022*

The following outlines Kirkland & Ellis LLP's ("K&E LLP") policies and standard charges for various services performed by K&E LLP and/or by other third parties on behalf of the client which are often ancillary to our legal services. Services provided by in-house K&E LLP personnel are for the convenience of our clients. Given that these services are often ancillary to our legal services, in certain instances it may be appropriate and/or more cost efficient for these services to be outsourced to a third-party vendor. If services are provided beyond those outlined below, pricing will be based on K&E LLP's approximate cost and/or comparable market pricing.

- **Duplicating, Reprographics and Printing:** The following list details K&E LLP's charges for duplicating, reprographics and printing services:
 - ▶ Black and White Copy or Print (all sizes of paper):
 - \$0.16 per impression for all U.S. offices
 - €0.10 per impression in Munich
 - £0.15 per impression in London
 - HK\$1.50 per impression in Hong Kong
 - RMB1.00 per impression in Beijing and Shanghai
 - ▶ Color Copy or Print (all sizes of paper):
 - \$0.55 per impression
 - ▶ Scanned Images:
 - \$0.16 per page for black and white or color scans
 - ▶ Other Services:
 - CD/DVD Duplicating or Mastering - \$7/\$10 per CD/DVD
 - Binding - \$0.70 per binding
 - Large or specialized binders - \$13/\$27
 - Tabs - \$0.13 per item
 - OCR/File Conversion - \$0.03 per page
 - Large Format Printing - \$1.00 per sq. ft.
- **Secretarial and Word Processing:** Clients are not charged for secretarial and word processing activities incurred on their matters during standard business hours.
- **Overtime Charges:** Clients will be charged for overtime costs for secretarial and document services work if either (i) the client has specifically requested the after-hours work or (ii) the nature of the work being done for the client necessitates out-of-hours overtime and such work could not have been done during normal working hours. If these conditions are satisfied, costs for related overtime meals and transportation also will be charged.

- **Travel Expenses:** We charge clients our out-of-pocket costs for travel expenses including associated travel agency fees. We charge coach fares (business class for international flights) unless the client has approved business-class, first-class or an upgrade. K&E LLP personnel are instructed to incur only reasonable airfare, hotel and meal expenses. K&E LLP negotiates, uses, and passes along volume discount hotel and air rates whenever practicable. However, certain retrospective rebates may not be passed along.
- **Catering Charges:** Clients will be charged for any in-house catering service provided in connection with client matters.
- **Communication Expenses:** We do not charge clients for telephone calls or faxes made from K&E LLP's offices with the exception of third-party conference calls and videoconferences.

Charges incurred for conference calls, videoconferences, cellular telephones, and calls made from other third-party locations will be charged to the client at the actual cost incurred. Further, other telecommunication expenses incurred at third-party locations (e.g., phone lines at trial sites, Internet access, etc.) will be charged to the client at the actual cost incurred.

- **Overnight Delivery/Postage:** We charge clients for the actual cost of overnight and special delivery (e.g., Express Mail, FedEx, and DHL), and U.S. postage for materials mailed on the client's behalf. K&E LLP negotiates, uses, and passes along volume discount rates whenever practicable.
- **Messengers:** We charge clients for the actual cost of a third party vendor messenger.
- **Library Research Services:** Library Research staff provides research and document retrieval services at the request of attorneys, and clients are charged per hour for these services. Any expenses incurred in connection with the request, such as outside retrieval service or online research charges, are passed on to the client at cost, including any applicable discounts.
- **Online Research Charges:** K&E LLP charges for costs incurred in using third-party online research services in connection with a client matter. K&E LLP negotiates and uses discounts or special rates for online research services whenever possible and practicable and passes through the full benefit of any savings to the client based on actual usage.
- **Inter-Library Loan Services:** Our standard client charge for inter-library loan services when a K&E LLP library employee borrows a book from an outside source is \$25 per title. There is no client charge for borrowing books from K&E LLP libraries in other cities or from outside collections when the title is part of the K&E LLP collection but unavailable.

- **Off-Site Legal Files Storage:** Clients are not charged for off-site storage of files unless the storage charge is approved in advance.
- **Electronic Data Storage:** K&E LLP will not charge clients for costs to store electronic data and files on K&E LLP's systems if the data stored does not exceed 100 gigabytes (GB). If the data stored for a specific client exceeds 100GB, K&E LLP will charge clients \$6.00 per month/per GB for all network data stored until the data is either returned to the client or properly disposed of. For e-discovery data on the Relativity platform, K&E LLP will also charge clients \$6.00 per month/per GB until the data is either returned to the client or properly disposed of.
- **Calendar Court Services:** Our standard charge is \$25 for a court filing and other court services or transactions.
- **Supplies:** There is no client charge for standard office supplies. Clients are charged for special items (e.g., a minute book, exhibit tabs/indexes/dividers, binding, etc.) and then at K&E LLP's actual cost.
- **Contract Attorneys and Contract Non-Attorney Billers:** If there is a need to utilize a contract attorney or contract non-attorney on a client engagement, clients will be charged a standard hourly rate for these billers unless other specific billing arrangements are agreed between K&E LLP and client.
- **Expert Witnesses, Experts of Other Types, and Other Third Party Consultants:** If there is a need to utilize an expert witness, expert of other type, or other third party consultant such as accountants, investment bankers, academicians, other attorneys, etc. on a client engagement, clients will be requested to retain or pay these individuals directly unless specific billing arrangements are agreed between K&E LLP and client.
- **Third Party Expenditures:** Third party expenditures (e.g., corporate document and lien searches, lease of office space at Trial location, IT equipment rental, SEC and regulatory filings, etc.) incurred on behalf of a client, will be passed through to the client at actual cost. If the invoice exceeds \$50,000, it is K&E LLP's policy that wherever possible such charges will be directly billed to the client. In those circumstances where this is not possible, K&E LLP will seek reimbursement from our client prior to paying the vendor.

Unless otherwise noted, charges billed in foreign currencies are determined annually based on current U.S. charges at an appropriate exchange rate.

Exhibit B

Invoice

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079933

Client Matter: 54119-3

In the Matter of Adversary Proceeding & Contested Matters

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 190,640.00

Total legal services rendered

\$ 190,640.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Kelsey Bleiweiss	0.30	1,245.00	373.50
Cade C. Boland	6.50	985.00	6,402.50
Esther Estella Garcia	0.50	645.00	322.50
Ricardo Guzman	1.30	475.00	617.50
Richard U. S. Howell, P.C.	45.50	1,620.00	73,710.00
Mike James Koch	1.70	735.00	1,249.50
Casey McGushin	10.50	1,415.00	14,857.50
Brian Nakhaimousa	0.40	995.00	398.00
Reena Patel	5.80	715.00	4,147.00
Francis Petrie	0.60	1,295.00	777.00
Alexandria Ray	2.50	715.00	1,787.50
Alexandra Schrader	67.70	985.00	66,684.50
Michael B. Slade	1.60	1,855.00	2,968.00
Josh Sussberg, P.C.	0.50	2,045.00	1,022.50
Katie J. Welch	13.50	1,135.00	15,322.50
TOTALS	158.90		\$ 190,640.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/01/23	Richard U. S. Howell, P.C.	0.70	Correspond with M. Slade and K&E team re deposition preparation (.3); review documents re same (.4).
04/01/23	Casey McGushin	1.50	Review and analyze documents re Z. Prince deposition preparation session.
04/01/23	Alexandra Schrader	2.80	Review, analyze documents re deposition preparation.
04/01/23	Katie J. Welch	1.80	Review, analyze discovery materials re responsiveness considerations.
04/02/23	Richard U. S. Howell, P.C.	1.00	Review materials re deposition preparation sessions with Z. Prince and F. Marquez.
04/02/23	Casey McGushin	2.40	Review and analyze documents re Z. Prince deposition preparation session.
04/02/23	Reena Patel	0.30	Review, analyze case timeline re litigation considerations.
04/02/23	Alexandra Schrader	3.00	Draft memorandum re risk management.
04/03/23	Cade C. Boland	1.00	Review responsive documents re preparation of Z. Prince deposition.
04/03/23	Esther Estella Garcia	0.50	Search materials re document review (.3); correspond with L. Riff re search results (.2).
04/03/23	Richard U. S. Howell, P.C.	5.80	Prepare for deposition preparation sessions of Z. Prince and F. Marquez (3.5); attend same (2.0); correspond with M. Slade, C. McGushin re same (.3).
04/03/23	Mike James Koch	0.30	Research, analyze legal issues re loan notice periods (.2); correspond with F. Petrie re same (.1).
04/03/23	Casey McGushin	2.10	Participate in deposition preparation session with Z. Prince (2.0); correspond with R. Howell re same (.1).
04/03/23	Francis Petrie	0.60	Review loan agreements re claim sizing (.4); correspond with M. Reiney, K&E team re same (.2).
04/03/23	Alexandra Schrader	1.90	Review, analyze documents re deposition preparation.
04/03/23	Michael B. Slade	1.10	Review materials re Committee diligence requests.
04/03/23	Katie J. Welch	0.70	Review, analyze discovery materials re preparation for deposition of witness.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/04/23	Cade C. Boland	0.60	Review responsive documents re F. Marquez deposition.
04/04/23	Richard U. S. Howell, P.C.	2.00	Review documents in preparation for depositions (1.7); correspond with M. Slade and K&E team re UCC investigation and related depositions (.3).
04/04/23	Mike James Koch	1.40	Research, analyze legal issues re loan notice periods (1.2); correspond with F. Petrie re same (.2).
04/04/23	Casey McGushin	3.60	Review and analyze documents re deposition preparation session for F. Marquez (.8); participate in deposition of Z. Prince (2.8).
04/04/23	Alexandra Schrader	2.20	Review, analyze documents re deposition preparation.
04/04/23	Katie J. Welch	1.10	Review, analyze discovery materials re preparation for deposition of witness.
04/05/23	Cade C. Boland	2.30	Review D. Spack deposition transcript (1.4); review documents re Y. Mushkin deposition preparation (.9).
04/05/23	Richard U. S. Howell, P.C.	1.20	Review, analyze discovery materials re preparation for deposition of witness.
04/05/23	Alexandra Schrader	9.70	Review documents re deposition preparation (3.9); analyze considerations re same (3.9); draft, revise notes re same (.4); review, analyze testimony from deposition transcripts (1.5).
04/05/23	Josh Sussberg, P.C.	0.10	Correspond with M. Slade re J. Hill deposition.
04/05/23	Katie J. Welch	0.80	Review and analyze transcript of witness depositions (.6); draft summary re same (.2).
04/06/23	Richard U. S. Howell, P.C.	3.20	Review transcript re deposition of witness (1.4); review, analyze discovery documents re preparation re depositions of witnesses (1.0); prepare correspondence re same (.8).
04/06/23	Alexandra Schrader	2.50	Participate in deposition preparation for Y. Mushkin (2.0); prepare for same (.5).
04/06/23	Josh Sussberg, P.C.	0.10	Correspond with M. Slade re depositions.
04/07/23	Richard U. S. Howell, P.C.	1.30	Prepare for depositions of witnesses re UCC investigation.
04/07/23	Alexandra Schrader	2.30	Participate in deposition preparation for Y. Mushkin.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/08/23	Cade C. Boland	1.70	Prepare deposition materials re F. Marquez deposition preparation.
04/08/23	Cade C. Boland	0.90	Telephone conference with C. McGushin, K&E team re litigation workstreams, next steps.
04/08/23	Richard U. S. Howell, P.C.	0.70	Telephone conference with M. Slade, C. McGushin, K&E team re litigation strategy (.5); analyze materials re same (.2).
04/08/23	Casey McGushin	0.90	Telephone conference with A. Schrader, K&E team re outstanding litigation workstreams, strategy, and next steps.
04/08/23	Alexandra Schrader	5.00	Telephone conference with C. McGushin, K&E team re outstanding litigation workstreams, strategy, and next steps (.9); review, analyze, compile responsive documents re deposition preparation (4.1).
04/08/23	Josh Sussberg, P.C.	0.30	Telephone conference with J. Hill re deposition (.2); correspond with M. Slade re same (.1).
04/08/23	Katie J. Welch	0.90	Telephone conference with M. Slade, K&E team re deposition preparation.
04/08/23	Katie J. Welch	0.70	Prepare witness deposition materials.
04/09/23	Richard U. S. Howell, P.C.	0.60	Review board minutes re deposition preparation.
04/09/23	Alexandra Schrader	0.40	Review documents for and compile deposition preparation materials.
04/10/23	Richard U. S. Howell, P.C.	2.20	Review deposition materials re preparation (1.3); review pleadings and related materials re exclusivity motion (.4); correspond with M. Slade, C. McGushin, and K. Welch re depositions and preparation (.5).
04/10/23	Alexandra Schrader	6.20	Attend F. Marquez deposition preparation session (1.8); participate in Y. Mushkin deposition preparation session (3.5); review preparation documents re same (.9).
04/11/23	Richard U. S. Howell, P.C.	1.60	Review deposition materials re UCC depositions.
04/11/23	Reena Patel	0.50	Review, analyze diligence materials.
04/11/23	Alexandra Schrader	7.50	Participate in F. Marquez deposition (1.8); participate in Y. Mushkin deposition preparation session (3.5); review, analyze notes, considerations re depositions (2.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/11/23	Katie J. Welch	0.20	Correspond with R. Howell re witness deposition preparation.
04/12/23	Ricardo Guzman	0.50	Analyze deposition documents.
04/12/23	Richard U. S. Howell, P.C.	6.30	Attend portions of Y. Mushkin deposition (3.8); review materials re J. Hill deposition (2.5).
04/12/23	Alexandra Schrader	10.50	Participate in Y. Mushkin deposition and preparation (3.9); review documents re deposition preparation (3.7); prepare for same (2.9).
04/13/23	Richard U. S. Howell, P.C.	4.70	Attend J. Hill deposition preparation session (2.0); prepare re same (1.3); review deposition transcripts re same (.8); telephone conference with C. McGushin and K&E team re expert materials (.6).
04/13/23	Reena Patel	1.50	Review, analyze diligence materials.
04/13/23	Alexandra Schrader	5.20	Participate in J. Hill deposition preparation session (2.0); review documents re same (3.2).
04/14/23	Richard U. S. Howell, P.C.	1.90	Multiple video conferences with M. Slade and K&E team re deposition preparation (1.3); review materials re same (.6).
04/14/23	Alexandra Schrader	0.50	Correspond with counsel re R. van Kesteren re deposition.
04/14/23	Katie J. Welch	0.20	Review, analyze documents re witness deposition preparation.
04/17/23	Richard U. S. Howell, P.C.	0.40	Correspond with M. Slade, C. McGushin, K&E team re open litigation issues.
04/17/23	Katie J. Welch	0.70	Research, analyze issues re UCC litigation tactics.
04/18/23	Kelsey Bleiweiss	0.30	Telephone conference with K&E litigation team re document production issues.
04/18/23	Ricardo Guzman	0.50	Telephone conference with C. Costello, K&E team re document review, project updates and planning.
04/18/23	Richard U. S. Howell, P.C.	1.30	Correspond with C. McGushin, M. Slade, A. Schrader and K. Welch re open litigation issues (.8); review witness preparation materials re J. Hill deposition (.5).
04/18/23	Alexandra Schrader	0.70	Correspond with R. Howell, K&E team re deposition preparation sessions (.3); review deposition transcripts (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/18/23	Michael B. Slade	0.50	Telephone conference with Company re works in process.
04/18/23	Katie J. Welch	2.00	Research, analyze issues re UCC litigation tactics.
04/18/23	Katie J. Welch	0.60	Correspond with R. Howell, K&E team re witness deposition preparation (.4); compile documents re same (.2).
04/19/23	Reena Patel	2.10	Review documents for privilege.
04/19/23	Alexandra Schrader	0.50	Correspond with counsel for R. van Kesteren re deposition (.2); review documents for deposition preparation (.3).
04/19/23	Katie J. Welch	0.70	Research, analyze issues re UCC litigation tactics.
04/20/23	Ricardo Guzman	0.30	Telephone conference with C. Costello, K&E team re document review.
04/20/23	Richard U. S. Howell, P.C.	2.00	Telephone conference with C. McGushin, K&E team re preparation for deposition re J. Hill.
04/20/23	Alexandra Schrader	6.30	Attend deposition preparation session re J. Hill (2.1); draft, review, and revise draft investigation report (3.9); further review, analyze considerations re same (.3).
04/20/23	Katie J. Welch	2.20	Participate in video conference with M. Slade, R. Howell and A. Schrader re witness deposition preparation.
04/21/23	Reena Patel	1.40	Review, redact documents re privilege.
04/21/23	Alexandria Ray	2.50	Review, redact documents re privilege.
04/21/23	Katie J. Welch	0.20	Correspond with witness re deposition preparation.
04/23/23	Richard U. S. Howell, P.C.	0.60	Review, analyze deposition preparation materials.
04/25/23	Richard U. S. Howell, P.C.	3.30	Attend deposition preparation session for J. Hill (1.7); prepare re same (1.6).
04/25/23	Alexandra Schrader	0.10	Coordinate deposition logistics.
04/25/23	Katie J. Welch	0.30	Correspond with R. Howell re witness deposition preparation.
04/26/23	Richard U. S. Howell, P.C.	4.70	Attend deposition of witness (2.3); prepare re same (2.4).
04/26/23	Alexandra Schrader	0.40	Review, analyze deposition exhibits.
04/26/23	Katie J. Welch	0.40	Review and analyze discovery documents re witness deposition preparation.

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079933

BlockFi Inc.

Matter Number:

54119-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/28/23	Brian Nakhaimousa	0.40	Correspond with Haynes Boone re adversary proceeding pleadings (.1); review, revise same (.3).
Total		158.90	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079935

Client Matter: 54119-6

In the Matter of Case Administration

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 47,738.50

Total legal services rendered

\$ 47,738.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	0.10	1,605.00	160.50
Ziv Ben-Shahar	0.40	735.00	294.00
Kelsey Bleiweiss	0.40	1,245.00	498.00
Megan Buenviaje	0.40	475.00	190.00
Trevor Eck	6.70	735.00	4,924.50
Julia R. Foster	0.60	480.00	288.00
Will Guthrie	0.20	1,245.00	249.00
David Hackel	1.20	735.00	882.00
Rob Jacobson	4.10	1,155.00	4,735.50
Sarah R. Margolis	0.70	995.00	696.50
Brian Nakhaimousa	3.70	995.00	3,681.50
Christine A. Okike, P.C.	7.20	1,850.00	13,320.00
Isabella J. Parette	4.70	735.00	3,454.50
Francis Petrie	1.50	1,295.00	1,942.50
Margaret Reiney	1.50	1,155.00	1,732.50
Jimmy Ryan	1.40	885.00	1,239.00
Alexandra Schrader	0.60	985.00	591.00
Anthony Vincenzo Sexton, P.C.	0.50	1,680.00	840.00
Michael B. Slade	2.40	1,855.00	4,452.00
Josh Sussberg, P.C.	1.10	2,045.00	2,249.50
Steve Toth	0.20	1,615.00	323.00
Mason N. Zurek	1.00	995.00	995.00
TOTALS	40.60		\$ 47,738.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/03/23	Trevor Eck	1.00	Telephone conference with R. Jacobson, K&E team re case status, next steps (.3); review, revise key date timeline and workstream status summary re same (.7).
04/03/23	David Hackel	0.30	Conference with R. Jacobson, K&E team re case status, next steps.
04/03/23	Rob Jacobson	1.00	Conference with M. Reiney, K&E team re work in process, next steps (.3); prepare for same (.2); correspond with F. Petrie, M. Reiney re case updates, next steps (.5).
04/03/23	Sarah R. Margolis	0.30	Telephone conference with R. Jacobson, K&E team re work in process, case updates.
04/03/23	Brian Nakhaimousa	0.20	Conference with M. Reiney, K&E team re work in process, next steps.
04/03/23	Christine A. Okike, P.C.	0.40	Telephone conference with management, Haynes and Boone, F. Petrie, K&E teams re key work streams.
04/03/23	Isabella J. Paretti	1.10	Correspond with B. Nakhaimousa, M. Koch re hearing agenda (.2); prepare same (.6); conference with R. Jacobson, K&E team re work in process (.3).
04/03/23	Margaret Reiney	0.50	Correspond with R. Jacobson, K&E team re work in process (.3); prepare for same (.2).
04/03/23	Jimmy Ryan	0.20	Video conference with M. Reiney, K&E team re work in process and next steps.
04/03/23	Michael B. Slade	0.50	Telephone conference with Company re daily update.
04/03/23	Mason N. Zurek	0.20	Telephone conference with R. Jacobson, K&E team re work in process.
04/04/23	Trevor Eck	0.20	Review, revise key dates timeline re case updates.
04/04/23	Brian Nakhaimousa	0.40	Review, revise work in process summary materials.
04/04/23	Christine A. Okike, P.C.	0.20	Telephone conference with management, Haynes and Boone, F. Petrie, and K&E team re key work streams.
04/04/23	Isabella J. Paretti	0.20	Review, revise summary re work in process tracker.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/04/23	Jimmy Ryan	0.20	Correspond with M. Reiney, K&E team re work in process and next steps.
04/05/23	Bob Allen, P.C.	0.10	Conference with K&E team re restructuring work in process.
04/05/23	Trevor Eck	1.00	Telephone conference with F. Petrie, K&E team re case status, next steps (.3); review, revise case timeline re same (.7).
04/05/23	Julia R. Foster	0.40	Telephone conference with F. Petrie, K&E team re work in process (.3); review work in process summary re same (.1).
04/05/23	David Hackel	0.30	Conference with R. Jacobson, K&E team re case status, next steps.
04/05/23	Rob Jacobson	0.50	Conference with F. Petrie, K&E team re work in process, next steps (.3); review work in process summary re same (.2).
04/05/23	Sarah R. Margolis	0.20	Telephone conference with F. Petrie, K&E team re work in process, case updates.
04/05/23	Brian Nakhaimousa	0.30	Conference with F. Petrie, K&E team re work in process, next steps.
04/05/23	Christine A. Okike, P.C.	0.60	Telephone conference with management, Haynes and Boone, F. Petrie, K&E teams re key work streams.
04/05/23	Isabella J. Paretti	0.30	Conference with F. Petrie, K&E team re work in process.
04/05/23	Francis Petrie	0.50	Telephone conference with R. Jacobson, K&E team re work in process.
04/05/23	Margaret Reiney	0.50	Correspond with F. Petrie, K&E team re work in process (.3); prepare for same (.2).
04/05/23	Mason N. Zurek	0.30	Telephone conference with F. Petrie, K&E team re work in process; review summary re same.
04/06/23	Christine A. Okike, P.C.	0.80	Telephone conference with management, Haynes and Boone, F. Petrie, K&E team re key work streams (.5); telephone conference with Haynes and Boone, F. Petrie, K&E team re key work streams (.3).
04/06/23	Francis Petrie	0.30	Telephone conference with C. Okike, Haynes and Boone team re work in process and deal status.
04/07/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone, F. Petrie, K&E teams re key work in process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/07/23	Michael B. Slade	0.50	Conference with S. Henry, K&E re work in process.
04/07/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re case status.
04/09/23	Trevor Eck	0.20	Correspond with R. Jacobson re upcoming key dates and deadlines.
04/10/23	Trevor Eck	0.80	Review, revise case timeline re case updates (.7); correspond with F. Petrie, K&E team, Haynes and Boone, Cole Schotz re same (.1).
04/10/23	Christine A. Okike, P.C.	0.20	Telephone conference with management, Haynes and Boone, F. Petrie, K&E teams re key work streams.
04/10/23	Isabella J. Parette	1.10	Draft summary of Haynes and Boone workstreams (.4); review docket re same (.5); correspond with S. Margolis re same (.2).
04/11/23	Brian Nakhaimousa	0.10	Review, revise work in process summary.
04/11/23	Isabella J. Parette	0.20	Review, revise summary re work in process (.1); correspond with T. Eck re same (.1).
04/11/23	Mason N. Zurek	0.10	Review work in process summary.
04/12/23	Ziv Ben-Shahar	0.40	Conference with R. Jacobson, K&E team re case updates.
04/12/23	David Hackel	0.40	Conference with R. Jacobson, K&E team re case status, next steps.
04/12/23	Rob Jacobson	0.50	Prepare for and conference with M. Reiney, K&E team re work in process, next steps.
04/12/23	Brian Nakhaimousa	0.50	Conference with M. Reiney, K&E team re work in process, next steps.
04/12/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone, F. Petrie, K&E teams re key work streams.
04/12/23	Margaret Reiney	0.50	Correspond with R. Jacobson, K&E team re work in process.
04/12/23	Jimmy Ryan	0.50	Correspond with M. Reiney, K&E team re work in process and next steps.
04/12/23	Anthony Vincenzo Sexton, P.C.	0.30	Telephone conference with M. Reiney, K&E team re deal status.
04/12/23	Steve Toth	0.20	Participate in update telephone conference with C. Okike, K&E team re deal status.
04/12/23	Mason N. Zurek	0.40	Conference with R. Jacobson, K&E team re case status, next steps.
04/13/23	Trevor Eck	0.30	Review, revise key workstream summary.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/13/23	Christine A. Okike, P.C.	0.60	Telephone conference with management, Haynes and Boone F. Petrie, K&E teams re key work streams.
04/13/23	Francis Petrie	0.20	Telephone conference with Haynes and Boone re case status and work in process.
04/13/23	Josh Sussberg, P.C.	0.20	Correspond with Company re case status, next steps.
04/14/23	Brian Nakhaimousa	0.20	Review, revise work in process summary.
04/14/23	Christine A. Okike, P.C.	0.30	Telephone conference with management, Haynes and Boone, F. Petrie, K&E team re key work streams.
04/14/23	Isabella J. Paretti	0.40	Correspond with B. Nakhaimousa, R. Jacobson re case status.
04/15/23	Brian Nakhaimousa	0.30	Review, revise agenda (.2); correspond with I. Paretti re same (.1).
04/16/23	Trevor Eck	0.50	Review revise key date and deadline timeline.
04/16/23	Brian Nakhaimousa	0.10	Correspond with I. Paretti re hearing agenda.
04/17/23	Trevor Eck	0.70	Research re upcoming case key dates and deadlines (.5); correspond with Haynes and Boone, Cole Schotz, R. Jacobson, K&E team re same (.2).
04/17/23	Rob Jacobson	0.50	Conference with M. Reiney, F. Petrie re work in process, case updates, next steps.
04/17/23	Brian Nakhaimousa	0.80	Correspond with I. Paretti re hearing agenda (.1); coordinate binders re hearing (.7).
04/17/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone, F. Petrie, K&E team re key work streams.
04/17/23	Isabella J. Paretti	0.60	Review, revise agenda re April omnibus hearing (.3); correspond with F. Petrie, Cole Schotz re filing re same (.3).
04/17/23	Francis Petrie	0.50	Telephone conference with R. Jacobson, M. Reiney re deal status, work in process (.5).
04/17/23	Josh Sussberg, P.C.	0.40	Correspond with R. Stark re status (.3); correspond with M. Sirota re same (.1).
04/18/23	Brian Nakhaimousa	0.20	Correspond with I. Paretti re hearing agenda.
04/18/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone, F. Petrie, K&E team re key work streams.
04/19/23	Will Guthrie	0.20	Conference with S. Toth, K&E team re status update.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/19/23	Brian Nakhaimousa	0.10	Review amended agenda.
04/19/23	Anthony Vincenzo Sexton, P.C.	0.20	Telephone conference with R. Jacobson, K&E team re deal status.
04/20/23	Julia R. Foster	0.20	Correspond with R. Jacobson, K&E team re April 19, 2023 hearing transcript.
04/20/23	Christine A. Okike, P.C.	0.40	Telephone conference with management, Haynes and Boone, F. Petrie, and K&E team re key work streams.
04/20/23	Isabella J. Paretti	0.60	Correspond with B. Nakhaimousa, R. Jacobson re same re case updates.
04/21/23	Kelsey Bleiweiss	0.40	Telephone conference with L. Riff, K&E team re case status.
04/21/23	Trevor Eck	0.70	Telephone conference with M. Reiney, K&E team re case status, next steps (.2); review, revise workstream summary re same (.5).
04/21/23	David Hackel	0.20	Conference with R. Jacobson, K&E team re case status, next steps.
04/21/23	Sarah R. Margolis	0.20	Telephone conference with R. Jacobson, K&E team re work in process, case status.
04/21/23	Brian Nakhaimousa	0.50	Review, revise work in process tracker (.3); conference with M. Reiney, K&E team re work in process, next steps (.2).
04/21/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone, F. Petrie, K&E team re key work streams.
04/21/23	Isabella J. Paretti	0.20	Conference with R. Jacobson, K&E team re work in process.
04/21/23	Jimmy Ryan	0.50	Correspond with T. Eck, K&E team re work in process and next steps (.2); telephone conference with T. Eck, K&E team re same (.3).
04/21/23	Alexandra Schrader	0.60	Telephone conference with C. McGushin, K&E team re case status, next steps.
04/21/23	Michael B. Slade	0.50	Conference with Company, K&E team re daily work in process.
04/24/23	Trevor Eck	1.10	Analyze pleadings re upcoming key dates and deadlines (.6); correspond with Haynes and Boone, Cole Schotz, R. Jacobson, K&E team re same (.2); correspond with B. Nakhaimousa re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/24/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone, F. Petrie, K&E team re key work streams.
04/25/23	Christine A. Okike, P.C.	0.30	Telephone conference with management, Haynes and Boone, F. Petrie, K&E team re key work streams.
04/25/23	Michael B. Slade	0.40	Conference with F. Petrie, K&E team re work in process.
04/26/23	Rob Jacobson	1.60	Review, revise case calendar (.6); research matters re same (.6); correspond with F. Petrie re same (.4).
04/27/23	Megan Buenviaje	0.40	Conference with K. Bleiweiss, K&E team re work in process.
04/27/23	Michael B. Slade	0.50	Conference with F. Petrie, K&E team re work in process.
04/27/23	Josh Sussberg, P.C.	0.20	Telephone conference with M. Sirota re case status.
04/28/23	Christine A. Okike, P.C.	0.40	Telephone conference with management, Haynes and Boone, F. Petrie, K&E team re key work streams.
04/28/23	Josh Sussberg, P.C.	0.20	Telephone conference with Z. Prince re status and next steps.
04/30/23	Trevor Eck	0.20	Correspond with R. Jacobson re key case dates and upcoming deadlines.
Total		40.60	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079936

Client Matter: 54119-7

In the Matter of Cash Management

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 78,399.50

Total legal services rendered

\$ 78,399.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mike James Koch	2.90	735.00	2,131.50
Casey McGushin	4.40	1,415.00	6,226.00
Christine A. Okike, P.C.	8.30	1,850.00	15,355.00
Francis Petrie	16.20	1,295.00	20,979.00
Margaret Reiney	25.20	1,155.00	29,106.00
Jimmy Ryan	5.20	885.00	4,602.00
TOTALS	62.20		\$ 78,399.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/04/23	Margaret Reiney	0.80	Correspond with F. Petrie, K&E team, Company re cash management system.
04/06/23	Margaret Reiney	1.90	Draft, review letter to Marex re options accounts (1.2); correspond with F. Petrie, K&E team, Company re same (.7).
04/07/23	Christine A. Okike, P.C.	0.20	Telephone conference with B. Parlin re Silvergate collateral reserve (.1); correspond with Company re same (.1).
04/10/23	Christine A. Okike, P.C.	0.10	Review Marex letter.
04/11/23	Christine A. Okike, P.C.	0.80	Review letter re SVB (.3); telephone conference with A. Miller re same (.2); review SVB documents re same (.3).
04/12/23	Margaret Reiney	0.50	Review, revise Marex instruction letter re options.
04/17/23	Christine A. Okike, P.C.	0.50	Analyze cash management issues (.4); correspond with Webster Bank re same (.1).
04/18/23	Francis Petrie	1.60	Correspond with U.S. Trustee team re cash management system (.2); correspond with M. Reiney, C. Okike re 345 compliance and strategy (.6); correspond with BRG, Company re same (.4); review orders re cash management (.4).
04/19/23	Mike James Koch	1.00	Draft application to shorten time re 345(b) waiver motion (.9); correspond with J. Ryan, M. Reiney re same (.1).
04/19/23	Jimmy Ryan	3.50	Correspond with M. Reiney and M. Koch re 345(b) waiver motion (.4); draft, review, revise same (2.8); review, revise application to shorten hearing re same (.3).
04/20/23	Christine A. Okike, P.C.	0.80	Review section 345 waiver motion.
04/20/23	Francis Petrie	1.30	Review motion, declaration re 345(b) compliance (.9); review research re same (.4).
04/20/23	Margaret Reiney	3.40	Review, revise 345(b) waiver motion (2.6); correspond with J. Ryan, K&E team re same (.8).
04/20/23	Jimmy Ryan	0.30	Review, revise 345(b) waiver motion.
04/21/23	Mike James Koch	1.40	Draft declaration in support of 345(b) waiver motion (1.2); correspond with M. Reiney, J. Ryan re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/21/23	Christine A. Okike, P.C.	1.10	Review and revise section 345 waiver motion.
04/21/23	Francis Petrie	3.20	Review and revise motion re 345(b) waiver (1.6); arrange for filing re same (.2); review, revise motion to shorten re same (.8); correspond with M. Reiney, K&E team re same (.3); correspond with BRG team re same (.3).
04/21/23	Margaret Reiney	4.10	Review, revise 345(b) motion (3.4); correspond with F. Petrie, K&E team, BRG re same (.7).
04/21/23	Jimmy Ryan	1.40	Correspond with F. Petrie, K&E team and Cole Schotz team re 345(b) waiver motion (.5); draft declaration in support of same (.5); review, revise application to shorten same (.4).
04/23/23	Mike James Koch	0.30	Draft revised proposed order re cash management (.2); correspond with M. Reiney, J. Ryan re same (.1).
04/23/23	Margaret Reiney	1.30	Review, revise Renzi declaration in support of 345(b) motion.
04/24/23	Casey McGushin	0.80	Review and revise draft Renzi declaration in support of 345 waiver motion.
04/24/23	Christine A. Okike, P.C.	1.20	Review and revise Renzi declaration re section 345 waiver.
04/24/23	Margaret Reiney	1.90	Review, revise Renzi declaration in support of 345(b) motion (1.2); correspond with M. Koch, BRG, K&E team re same (.7).
04/25/23	Casey McGushin	0.40	Review and analyze pleadings related to 345 motion in preparation for hearing.
04/25/23	Christine A. Okike, P.C.	0.30	Review section 345 waiver motion.
04/25/23	Francis Petrie	1.90	Review revised 345(b) declaration (.5); correspond with M. Reiney re same (.4); correspond re filing of same, hearing documents (.4); correspond with M. Reiney re cash management system (.4); correspond with U.S. Trustee re same (.2).
04/25/23	Margaret Reiney	2.90	Review, revise Renzi declaration in support of 345(b) motion (1.1); correspond with BRG re same (.5); review, revise proposed order re same (.8); correspond with BRG, Cole Schotz re same (.5).
04/25/23	Margaret Reiney	0.60	Review, revise agenda re hearing re 345(b) motion.

Legal Services for the Period Ending April 30, 2023

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Invoice Number:

1050079936

BlockFi Inc.

Matter Number:

54119-7

Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/26/23	Casey McGushin	1.60	Review and analyze briefing and declaration re 345(b) motion (1.3); correspond with Company, M. Reiney, K&E team re 345 motion (.3).
04/26/23	Francis Petrie	2.10	Telephone conference with U.S. Trustee re 345(b) motion (.3); correspond with Company re same, next steps (.6); telephone conference with M. Reiney, banking team re cash management solutions (.4); correspond with A. Cheela re same (.3); correspond with M. Reiney re hearing status (.5).
04/26/23	Margaret Reiney	1.90	Correspond with F. Petrie, K&E team, U.S. Trustee re cash management, 345(b) compliance (.4); correspond with BRG, Company re same (.9); review correspondence re same (.6).
04/27/23	Mike James Koch	0.20	Correspond with C. Okike, K&E team re preparation for 345 motion.
04/27/23	Casey McGushin	1.60	Prepare for hearing re 345(b) motion (1.3); participate in witness preparation session with M. Renzi re same (.3).
04/27/23	Christine A. Okike, P.C.	2.40	Prepare for section 345 waiver hearing (1.6); review U.S. Trustee objection to section 345 waiver motion (.5); telephone conference with M. Renzi and K&E team re section 345 waiver hearing (.3).
04/27/23	Francis Petrie	3.10	Correspond with C. Okike, K&E team re 345(b) compliance (.7); telephone conferences with M. Renzi re same (.5); draft correspondence re compliance (.8); review U.S. Trustee objection (.4); correspond with Company re same, next steps (.7).
04/27/23	Margaret Reiney	1.20	Correspond with BRG, C. McGushin re Renzi witness preparation re 345(b) hearing (.5); correspond with Company re bank account status (.7).
04/27/23	Margaret Reiney	0.60	Review, revise agenda for 345(b) hearing.
04/28/23	Christine A. Okike, P.C.	0.60	Review and revise section 345 waiver order.
04/28/23	Francis Petrie	2.10	Correspond with U.S. Trustee re 345(b) waiver order (.8); correspond with C. Okike, M. Reiney re same (.5); review and revise same (.4); correspond with Cole Schotz team re chambers submission (.4).

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079936

BlockFi Inc.

Matter Number:

54119-7

Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/28/23	Margaret Reiney	2.00	Review, revise 345(b) order (1.2); correspond with K&E team, Company, U.S. Trustee re same (.8).
04/29/23	Christine A. Okike, P.C.	0.30	Correspond with U.S. Trustee and K&E team re section 345 waiver.
04/29/23	Margaret Reiney	0.80	Draft, review, revise correspondence re 345(b) order.
04/30/23	Francis Petrie	0.90	Correspond with chambers, U.S. Trustee, Company re cash management and 345(b) compliance.
04/30/23	Margaret Reiney	1.30	Review, revise 345(b) order (.7); correspond with F. Petrie, K&E team, U.S. Trustee re same (.6).
Total		62.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079937

Client Matter: 54119-8

In the Matter of Customer and Vendor Communications

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 5,664.50

Total legal services rendered

\$ 5,664.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	0.40	1,155.00	462.00
Christine A. Okike, P.C.	1.10	1,850.00	2,035.00
Francis Petrie	2.00	1,295.00	2,590.00
Margaret Reiney	0.50	1,155.00	577.50
TOTALS	4.00		\$ 5,664.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/04/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, C Street, F. Petrie, K&E team re communications strategy.
04/06/23	Christine A. Okike, P.C.	0.30	Telephone conference with Company, C Street, F. Petrie and K&E team re customer communications.
04/06/23	Francis Petrie	1.00	Correspond with J. Gragnano, Company re supplier and vendor discussions (.3); review documents re subservicer rights and notice (.4); correspond with M. Reiney, K&E team re same (.3).
04/06/23	Francis Petrie	0.50	Telephone conference with Company re communications strategy.
04/13/23	Christine A. Okike, P.C.	0.30	Telephone conference with management, C Street, F. Petrie, K&E team re customer communications.
04/20/23	Rob Jacobson	0.40	Telephone conference with F. Petrie, C Street, K&E team re customer communications strategy, upcoming events.
04/20/23	Francis Petrie	0.50	Telephone conference with Company re communications strategy.
04/24/23	Margaret Reiney	0.50	Review, revise communications script for all hands telephone conference.
Total		4.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079939

Client Matter: 54119-10

In the Matter of Official Committee Matters and Meetings

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 14,664.50

Total legal services rendered

\$ 14,664.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Brian Nakhaimousa	0.50	995.00	497.50
Christine A. Okike, P.C.	4.50	1,850.00	8,325.00
Isabella J. Paretti	3.00	735.00	2,205.00
Jimmy Ryan	0.30	885.00	265.50
Josh Sussberg, P.C.	1.60	2,045.00	3,272.00
Mason N. Zurek	0.10	995.00	99.50
TOTALS	10.00		\$ 14,664.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/04/23	Brian Nakhaimousa	0.30	Correspond with I. Paretti re presentation re UCC meeting.
04/04/23	Isabella J. Paretti	1.70	Prepare presentation re case update re UCC meeting (1.4); correspond with B. Nakhaimousa re same (.3).
04/04/23	Mason N. Zurek	0.10	Correspond with M. Reiney, K&E team, BRG team re Committee update.
04/05/23	Jimmy Ryan	0.30	Prepare for conference with F. Petrie, K&E team, Moelis and UCC re chapter 11 plan considerations.
04/07/23	Isabella J. Paretti	0.40	Review, revise draft re updates to UCC (.2); correspond with M. Reiney re same (.1); correspond with B. Nakhaimousa re same (.1).
04/10/23	Christine A. Okike, P.C.	4.50	Prepare for conference with UCC re plan waterfall analysis (3.2); attend conference re same (1.3).
04/10/23	Isabella J. Paretti	0.40	Draft summary re case updates re UCC presentation (.3); correspond with M. Reiney re same (.1).
04/10/23	Josh Sussberg, P.C.	1.30	Attend meeting with UCC re waterfall.
04/18/23	Josh Sussberg, P.C.	0.30	Review UCC letter re status conference (.2); correspond with M. Sirota re same (.1).
04/20/23	Isabella J. Paretti	0.50	Correspond with BRG, M. Reiney, R. Jacobson re UCC presentation.
04/24/23	Brian Nakhaimousa	0.20	Correspond with BRG re UCC update presentation.
Total		10.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079941

Client Matter: 54119-11

In the Matter of Use, Sale, and Disposition of Property

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 144,328.00

Total legal services rendered

\$ 144,328.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven M. Cantor	1.80	1,455.00	2,619.00
Trevor Eck	1.80	735.00	1,323.00
Will Guthrie	32.70	1,245.00	40,711.50
Katherine Karnosh	0.10	935.00	93.50
Matthew Lovell, P.C.	5.10	1,895.00	9,664.50
Sarah R. Margolis	0.10	995.00	99.50
Brian Nakhaimousa	0.30	995.00	298.50
Christine A. Okike, P.C.	9.60	1,850.00	17,760.00
Francis Petrie	14.80	1,295.00	19,166.00
William Phalen	1.20	1,245.00	1,494.00
Margaret Reiney	3.30	1,155.00	3,811.50
Trevor Snider	11.00	1,245.00	13,695.00
Steve Toth	20.80	1,615.00	33,592.00
TOTALS	102.60		\$ 144,328.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/03/23	Will Guthrie	0.40	Correspond with M. Reiney, potential counterparty re APA.
04/03/23	Margaret Reiney	0.80	Correspond with W. Guthrie, K&E team, potential counterparty re sale APA.
04/04/23	Will Guthrie	1.00	Finalize APA re closing (.8); correspond with counterparty re same (.2).
04/05/23	Will Guthrie	3.10	Telephone conference with S. Toth re potential purchaser APA markup (.1); review same (1.5); correspond with M. Lovell re same (.1); draft issues list re same (1.2); correspond with S. Toth re same (.2).
04/05/23	Will Guthrie	0.10	Telephone conference with M. Reiney, K&E team re status update re sale process.
04/05/23	Matthew Lovell, P.C.	0.50	Review proposed purchaser APA mark-up (.4); correspond with M. Lovell re same (.1).
04/05/23	Sarah R. Margolis	0.10	Correspond with Moelis re nondisclosure agreement considerations.
04/05/23	Francis Petrie	0.20	Correspond with UCC advisors re bid proposal.
04/05/23	Steve Toth	2.10	Analyze Moelis correspondence re bids (.3); analyze bidder APA (1.5); analyze issues list (.3).
04/06/23	Trevor Eck	1.10	Review, revise nondisclosure agreement re counterparty comments (.7); review, analyze precedent re same (.4).
04/06/23	Will Guthrie	0.80	Telephone conference with Moelis, S. Toth and K&E team re potential M&A counterparty APA.
04/06/23	Brian Nakhaimousa	0.30	Review, revise nondisclosure agreement.
04/06/23	Christine A. Okike, P.C.	1.30	Telephone conference with Moelis re bids (.7); telephone conference with bidder counsel, Moelis, F. Petrie, K&E team re bids (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/06/23	Francis Petrie	2.30	Telephone conference with bidder counsel re auction and sale process (.6); telephone conference with Moelis re same (.2); telephone conference with S. Toth, K&E team, Moelis re bid structure (.4); review, analyze bid proposal (.5); correspond with UCC re bid proposal (.3); correspond with M. Reiney re auction timing (.3).
04/06/23	Margaret Reiney	0.90	Correspond with F. Petrie, K&E team re sale considerations (.5); review bid proposal re same (.4).
04/06/23	Steve Toth	0.60	Conference with Moelis, C. Okike, K&E team re bidder considerations (.4); analyze APA issues list (.2).
04/07/23	Matthew Lovell, P.C.	0.70	Review proposed purchaser APA and issues list re same (.6); correspond with T. Snider re issues list (.1).
04/07/23	Francis Petrie	1.80	Correspond with team re bid, sale process (.8); review bid proposal and materials re same (1.0).
04/07/23	Trevor Snider	1.20	Review bidder proposal re intellectual property and privacy provisions (.9); draft issues list re same (.3).
04/08/23	Trevor Snider	0.40	Review Company privacy policy re customer information considerations (.3); correspond with S. Toth re same (.1).
04/08/23	Steve Toth	1.80	Review, revise APA issues list.
04/09/23	Christine A. Okike, P.C.	0.50	Review notice of adjournment of auction (.1); correspond with S. Toth re potential purchaser bid (.4).
04/10/23	Will Guthrie	2.70	Review, revise potential purchaser APA (1.6); review and analyze precedent re same (.7); review Moelis issues list re same (.4).
04/10/23	Trevor Snider	1.90	Review, revise potential purchaser proposal re counterproposal.
04/10/23	Steve Toth	4.00	Review, analyze APA (2.4); draft issues list re same (1.6).
04/11/23	Trevor Eck	0.20	Review, revise nondisclosure agreement re potential M&A counterparty comments.

Legal Services for the Period Ending April 30, 2023

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Invoice Number: 1050079941

BlockFi Inc.

Matter Number: 54119-11

Use, Sale, and Disposition of Property

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/11/23	Will Guthrie	9.60	Review, revise potential purchaser APA (3.9); review, revise same (.9); review, analyze precedent re same (3.3); telephone conference with S. Toth, K&E team, Moelis, Company re potential purchaser APA and bid (1.5).
04/11/23	Matthew Lovell, P.C.	1.70	Review potential purchaser APA (.5); telephone conference with S. Toth, K&E team, Company re same (1.0); review APA issues list (.2).
04/11/23	Christine A. Okike, P.C.	2.20	Review sale process overview (.5); telephone conference with F. Petrie, K&E team, Company re APA (1.7).
04/11/23	Francis Petrie	3.00	Telephone conference with Company, S. Toth, K&E team re third party transaction structure (1.7); review documents re bid proposal, summary of structure (.8); correspond with M. Reiney, K&E team re same (.5).
04/11/23	Margaret Reiney	1.10	Correspond with S. Toth, K&E team, Company re nondisclosure agreements (.4); review, revise same (.7).
04/11/23	Trevor Snider	2.60	Telephone conference with Company re potential purchaser APA proposal (1.7); review, revise potential purchaser APA re Company comments re same (.9).
04/11/23	Steve Toth	2.80	Analyze APA, summary re same (.4); participate in telephone conference with Company, C. Okike, K&E team, Moelis re same (1.7); revise APA issues list (.7).
04/12/23	Trevor Eck	0.30	Review, revise nondisclosure agreement re execution.
04/12/23	Will Guthrie	2.40	Review bid, APA considerations (.4); telephone conference with S. Toth, K&E team re status update (.1); review potential purchaser rebalancing rider (.2); draft potential purchaser APA (1.7).
04/12/23	Katherine Karnosh	0.10	Telephone conference with F. Petrie, K&E team re potential purchaser bid, auction timeline.
04/12/23	Francis Petrie	1.10	Correspond with Moelis re sale process (.3); correspond with S. Toth, K&E team re APA markup and bid process (.6); review materials re bid proposal (.2).

Legal Services for the Period Ending April 30, 2023
BlockFi Inc.

Invoice Number: 1050079941
Matter Number: 54119-11

Use, Sale, and Disposition of Property

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/12/23	William Phalen	1.20	Review, analyze bidder markup of purchase agreement.
04/12/23	Trevor Snider	2.30	Review, revise asset purchase agreement.
04/12/23	Steve Toth	0.40	Correspond with F. Petrie re APA markup (.1); analyze same (.3).
04/13/23	Will Guthrie	3.20	Telephone conference with Moelis, potential purchaser, S. Toth, K&E team re potential purchaser APA (1.4); review, revise APA re same (1.8).
04/13/23	Matthew Lovell, P.C.	1.00	Conference with potential purchaser, Company, J. Norman, K&E team re potential purchaser APA.
04/13/23	Christine A. Okike, P.C.	0.30	Telephone conference with potential bidder, Moelis, M. Lovell, K&E teams re bid.
04/13/23	Francis Petrie	1.50	Telephone conference with Moelis, potential bidder, C. Okike, K&E team re sale transaction (1.0); correspond with counsel re same (.3); review correspondence from S. Toth re sale structure (.2).
04/13/23	Trevor Snider	1.90	Prepare for telephone conference with potential purchaser re bid proposal (.9); participate in same (1.0).
04/13/23	Steve Toth	1.80	Analyze issues list re telephone conference with C. Okike, K&E team re sale transaction (.5); participate in telephone conference re issues list with Moelis, C. Okike, K&E team, bidder and bidder advisors re APA issues (1.3).
04/14/23	Will Guthrie	4.60	Draft customer account APA (2.7); telephone conference with F. Petrie, K&E team re same (.2); review, analyze precedent APAs re same (1.7).
04/14/23	Matthew Lovell, P.C.	1.20	Review revised APA from potential purchaser (.4); review K&E proposed edits re same (.6); review revised APA (.1); correspond with S. Toth, K&E team re same (.1).
04/14/23	Francis Petrie	0.50	Conference with W. Guthrie, K&E team re sale status and APA structure.
04/14/23	Trevor Snider	0.70	Review, revise potential bidder APA.
04/14/23	Steve Toth	0.50	Conference with W. Guthrie re APA revisions.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/15/23	Will Guthrie	2.30	Draft customer account APA (2.0); correspond with T. Snider re APA re IP issues (.3).
04/15/23	Francis Petrie	0.80	Review bidding documents re bid status and sale timeline considerations (.6); draft correspondence to Company re bid status and sale timeline (.2).
04/15/23	Margaret Reiney	0.50	Review potential purchaser bid materials.
04/16/23	Steven M. Cantor	1.80	Revise asset purchase agreement.
04/16/23	Will Guthrie	1.00	Draft customer accounts APA (.9); correspond with S. Toth, K&E team, Moelis and Company re same (.1).
04/16/23	Steve Toth	6.10	Review, revise APA (3.9); review, analyze considerations re same (1.0); further review, revise same (1.2).
04/17/23	Will Guthrie	0.60	Draft customer accounts APA.
04/17/23	Christine A. Okike, P.C.	0.70	Telephone conference with potential bidder, counsel to same, Moelis, Haynes and Boone, F. Petrie, K&E team re potential bid (.5); correspond with Moelis re same (.2).
04/17/23	Francis Petrie	2.40	Telephone conference with potential bidder re sale structure (1.2); review, analyze materials re sale analysis (.5); correspond with S. Toth, K&E team re CIFIUS, sale considerations (.7).
04/17/23	Steve Toth	0.30	Correspond with bidder counsel, W. Phelan K&E team re same (.1); correspond re APA (.2).
04/18/23	Will Guthrie	0.90	Correspond with BRG, Moelis, S. Toth, K&E team re APA, (.7); review, revise customer accounts APA (.2).
04/18/23	Steve Toth	0.40	Analyze bid analysis and summary.
04/19/23	Christine A. Okike, P.C.	1.50	Telephone conference with Company, Moelis, Haynes and Boone teams re potential purchaser APA (.5); telephone conference with Moelis re sale considerations (1.0).
04/20/23	Christine A. Okike, P.C.	0.90	Review, analyze APA, materials re sale structure considerations.
04/21/23	Trevor Eck	0.20	Prepare execution version re nondisclosure agreement.

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079941

BlockFi Inc.

Matter Number:

54119-11

Use, Sale, and Disposition of Property

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/24/23	Christine A. Okike, P.C.	1.80	Telephone conference with potential bidder, Moelis, F. Petrie, K&E team re potential M&A counterparty bid (.7); telephone conference with Moelis re same (.7); review, analyze potential purchaser bid (.4).
04/24/23	Francis Petrie	1.20	Telephone conference with potential bidder, C. Okike, K&E team re sale structuring considerations (.5); correspond with C. Okike, K&E team re same (.7).
04/26/23	Christine A. Okike, P.C.	0.40	Telephone conference with counsel to potential bidder re bid considerations (.2); telephone conference with Moelis re same (.2).
Total		102.60	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079943

Client Matter: 54119-12

In the Matter of Corp., Governance, & Securities Matters

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 12,894.50

Total legal services rendered

\$ 12,894.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mike James Koch	1.00	735.00	735.00
Brian Nakhaimousa	0.20	995.00	199.00
Christine A. Okike, P.C.	3.60	1,850.00	6,660.00
Francis Petrie	0.90	1,295.00	1,165.50
Josh Sussberg, P.C.	1.80	2,045.00	3,681.00
Katie J. Welch	0.40	1,135.00	454.00
TOTALS	7.90		\$ 12,894.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/05/23	Christine A. Okike, P.C.	2.00	Prepare for board meeting (.3); attend same (1.7).
04/05/23	Josh Sussberg, P.C.	1.30	Attend board meeting.
04/12/23	Katie J. Welch	0.40	Review, revise compile board minutes re witness deposition preparation.
04/17/23	Brian Nakhaimousa	0.20	Correspond with R. Jacobson re board update re April 19 hearing.
04/17/23	Christine A. Okike, P.C.	0.30	Review board minutes (.2); correspond with J. Sussberg re SEC considerations (.1).
04/17/23	Francis Petrie	0.90	Draft update summary re board update re April 19 hearing (.5); review board materials re board meeting (.4).
04/17/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re SEC review of potential bidder.
04/18/23	Christine A. Okike, P.C.	1.00	Attend board meeting.
04/26/23	Christine A. Okike, P.C.	0.30	Attend board meeting.
04/26/23	Josh Sussberg, P.C.	0.40	Attend board meeting.
04/27/23	Mike James Koch	0.90	Draft case status update for board materials (.7); correspond with M. Reiney, F. Petrie re same (.2).
04/28/23	Mike James Koch	0.10	Correspond with BRG re case status update for board materials.
Total		7.90	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079944

Client Matter: 54119-13

In the Matter of Employee Matters

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 11,801.00

Total legal services rendered

\$ 11,801.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	1.30	735.00	955.50
Christine A. Okike, P.C.	1.50	1,850.00	2,775.00
Francis Petrie	2.90	1,295.00	3,755.50
Evangelia Podaras	2.00	1,405.00	2,810.00
Margaret Reiney	0.50	1,155.00	577.50
Michael B. Slade	0.50	1,855.00	927.50
TOTALS	8.70		\$ 11,801.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/04/23	Francis Petrie	0.70	Telephone conference with Company re employee issues (.5); correspond with Company re follow up re same (.2).
04/11/23	Christine A. Okike, P.C.	0.40	Telephone conference with Company and F. Petrie, K&E team re employee matters.
04/11/23	Francis Petrie	0.50	Telephone conference with C. Okike, K&E team, Company re employee issues.
04/12/23	Christine A. Okike, P.C.	0.90	Telephone conference with Company re employee transition plan.
04/13/23	Christine A. Okike, P.C.	0.20	Telephone conference with Company, C Street, E. Podaras, K&E team re employee matters.
04/13/23	Evangelia Podaras	0.10	Correspond with C. Okike, Company re WARN, employee leave questions.
04/14/23	Francis Petrie	0.30	Telephone conference with Company re employee and labor issues, timing.
04/14/23	Evangelia Podaras	1.30	Research re WARN and employee leave considerations (.8); conference with Company re same (.5).
04/18/23	Ziv Ben-Shahar	0.90	Correspond with R. Jacobson re employee issues re company property (.2); draft turnover letter re same (.7).
04/18/23	Francis Petrie	0.70	Telephone conference with Company re employee issues (.5); correspond with Company, R. Jacobson re turnover request (.2).
04/19/23	Ziv Ben-Shahar	0.40	Review turnover letter (.3); correspond with R. Jacobson re same (.1).
04/19/23	Evangelia Podaras	0.50	Research re immigration considerations (.3); correspond with Company re same (.2).
04/19/23	Michael B. Slade	0.50	Telephone conference with Company re staffing, employee matters.
04/20/23	Evangelia Podaras	0.10	Correspond with Company re immigration considerations.
04/23/23	Francis Petrie	0.30	Revise turnover letter re employee issue.
04/24/23	Francis Petrie	0.20	Finalize turnover letter re employee issue.
04/24/23	Margaret Reiney	0.50	Review retention program order re key employee retention program payment considerations.

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079944

BlockFi Inc.

Matter Number:

54119-13

Employee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/25/23	Francis Petrie	0.20	Correspond with Company re employee issues.
Total		8.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079945
Client Matter: 54119-16

In the Matter of Hearings

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 23,203.00

Total legal services rendered

\$ 23,203.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Cade C. Boland	1.00	985.00	985.00
David Hackel	0.60	735.00	441.00
Richard U. S. Howell, P.C.	0.80	1,620.00	1,296.00
Rob Jacobson	1.00	1,155.00	1,155.00
Casey McGushin	1.40	1,415.00	1,981.00
Christine A. Okike, P.C.	2.20	1,850.00	4,070.00
Francis Petrie	2.10	1,295.00	2,719.50
Margaret Reiney	1.90	1,155.00	2,194.50
Michael B. Slade	1.20	1,855.00	2,226.00
Josh Sussberg, P.C.	3.00	2,045.00	6,135.00
TOTALS	15.20		\$ 23,203.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/03/23	Francis Petrie	0.50	Attend hearing re adversary proceeding status conference.
04/03/23	Margaret Reiney	0.50	Attend status conference re adversary proceeding.
04/19/23	Cade C. Boland	1.00	Telephonically attend April exclusivity extension hearing.
04/19/23	David Hackel	0.60	Attend April omnibus hearing re plan exclusivity.
04/19/23	Richard U. S. Howell, P.C.	0.80	Attend portions of exclusivity and Omnibus hearing.
04/19/23	Rob Jacobson	1.00	Attend virtual hearing re exclusivity extension (.8); prepare for same (.2).
04/19/23	Casey McGushin	0.90	Participate in hearing on exclusivity.
04/19/23	Christine A. Okike, P.C.	1.70	Prepare for April 19 exclusivity extension hearing (.9); attend same (.8).
04/19/23	Francis Petrie	1.10	Telephonically attend hearing on exclusivity (.8); prepare for same (.3).
04/19/23	Margaret Reiney	0.90	Attend exclusivity hearing (.8); prepare for same (.1).
04/19/23	Michael B. Slade	1.20	Prepare for hearing re exclusivity (.4); attend hearing re same (.8).
04/19/23	Josh Sussberg, P.C.	3.00	Prepare for exclusivity hearing (2.3); conference with M. Slade re same (.1); attend exclusivity hearing (.5); correspond re exclusivity hearing (.1).
04/27/23	Casey McGushin	0.50	Telephonically attend hearing re 345(b) compliance.
04/27/23	Christine A. Okike, P.C.	0.50	Telephonically attend hearing re 345(b) compliance.
04/27/23	Francis Petrie	0.50	Telephonically attend hearing re 345(b) compliance.
04/27/23	Margaret Reiney	0.50	Telephonically attend hearing re 345(b) compliance.
Total		15.20	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079946
Client Matter: 54119-17

In the Matter of Insurance and Surety Matters

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 13,887.50

Total legal services rendered

\$ 13,887.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	0.60	1,850.00	1,110.00
Isabella J. Paretti	1.90	735.00	1,396.50
William T. Pruitt	3.70	1,550.00	5,735.00
Michael B. Slade	0.40	1,855.00	742.00
Josh Sussberg, P.C.	0.40	2,045.00	818.00
Katie J. Welch	3.60	1,135.00	4,086.00
TOTALS	10.60		\$ 13,887.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/04/23	William T. Pruitt	0.50	Analyze witness deposition preparation re insurance issues (.3); correspond with Haynes and Boone and Aon re same (.2).
04/07/23	William T. Pruitt	0.30	Review, analyze director and officer claim documents re claim status (.2); correspond with broker and Company re same (.1).
04/09/23	William T. Pruitt	0.60	Analyze director and officer insurance placement (.1); review documents re same (.2); telephone conference with J. Sussberg and M. Slade re same (.3).
04/09/23	Michael B. Slade	0.40	Conference with W. Pruitt, K&E team re insurance issues.
04/09/23	Josh Sussberg, P.C.	0.40	Conference with M. Slade and W. Pruitt re director and officer insurance considerations.
04/10/23	William T. Pruitt	0.70	Review, analyze documentation re pre-filing insurance placement (.5); correspond with M. Slade re same (.2).
04/10/23	Katie J. Welch	3.60	Draft summary of acquisition of D&O insurance policies.
04/16/23	William T. Pruitt	0.30	Review, analyze coverage documents re status of insurer discussions (.2); correspond with broker and Company re same (.1).
04/17/23	Christine A. Okike, P.C.	0.30	Review, analyze coverage documentation re insurance considerations.
04/19/23	William T. Pruitt	0.20	Correspond with Aon and Company re invoice submission considerations.
04/20/23	William T. Pruitt	0.20	Review, analyze policy documents re director and officer insurance coverage considerations (.1); correspond with Aon re same (.1).
04/24/23	William T. Pruitt	0.60	Review, analyze policy documentation re insurance coverage issues (.2); telephone conference with Aon re same (.2); review and analyze draft coverage position letter (.2).
04/27/23	William T. Pruitt	0.30	Review, analyze draft coverage letter (.2); correspond with Aon team re same (.1).
04/28/23	Christine A. Okike, P.C.	0.30	Review, analyze coverage documentation re insurance considerations.

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079946

BlockFi Inc.

Matter Number:

54119-17

Insurance and Surety Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/28/23	Isabella J. Paretti	1.90	Research pleadings, case law re insurance, waivers (1.7); correspond with F. Petrie re same (.2).
Total		10.60	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079947

Client Matter: 54119-18

In the Matter of Disclosure Statement, Plan, Confirmation

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 593,852.50

Total legal services rendered

\$ 593,852.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	1.40	1,605.00	2,247.00
Ziv Ben-Shahar	17.00	735.00	12,495.00
Trevor Eck	9.20	735.00	6,762.00
Julia R. Foster	1.10	480.00	528.00
David Hackel	12.20	735.00	8,967.00
Rob Jacobson	23.80	1,155.00	27,489.00
Katherine Karnosh	14.20	935.00	13,277.00
Mike James Koch	26.50	735.00	19,477.50
Sarah R. Margolis	7.60	995.00	7,562.00
Casey McGushin	8.40	1,415.00	11,886.00
Brian Nakhaimousa	90.90	995.00	90,445.50
Christine A. Okike, P.C.	61.00	1,850.00	112,850.00
Isabella J. Paretti	22.60	735.00	16,611.00
Francis Petrie	96.50	1,295.00	124,967.50
Margaret Reiney	60.70	1,155.00	70,108.50
Jimmy Ryan	55.40	885.00	49,029.00
Michael B. Slade	4.80	1,855.00	8,904.00
Josh Sussberg, P.C.	4.40	2,045.00	8,998.00
Katie J. Welch	1.10	1,135.00	1,248.50
TOTALS	518.80		\$ 593,852.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/01/23	Christine A. Okike, P.C.	0.60	Review and revise plan timeline.
04/01/23	Francis Petrie	0.30	Review and revise solicitation timeline.
04/01/23	Margaret Reiney	0.70	Correspond with B. Nakhaimousa, K&E team re noticing.
04/02/23	Mike James Koch	5.00	Revise disclosure statement (3.9); analyze legal issues re same (.8); correspond with B. Nakhaimousa, K&E team re same (.3).
04/02/23	Brian Nakhaimousa	6.50	Revise disclosure statement (3.9); analyze comments to same (.3); further revise disclosure statement re same (2.0); correspond with M. Koch re disclosure statement (.3).
04/02/23	Christine A. Okike, P.C.	7.00	Review and revise plan timeline (1.9); review and revise disclosure statement (3.9); review, revise plan (1.2).
04/02/23	Margaret Reiney	2.10	Revise plan (1.6); correspond with J. Ryan, K&E team re same (.5).
04/02/23	Jimmy Ryan	1.70	Revise chapter 11 plan (1.3); correspond with M. Reiney, K&E team re same (.4).
04/02/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike, K&E team re plan timeline.
04/03/23	Mike James Koch	2.00	Revise disclosure statement (1.8); correspond with B. Nakhaimousa, re same (.2).
04/03/23	Brian Nakhaimousa	3.30	Revise disclosure statement (3.1); correspond with M. Koch, re same (.2).
04/03/23	Brian Nakhaimousa	0.10	Correspond with I. Paretti, M. Koch re April 19 hearing agenda re plan exclusivity.
04/03/23	Francis Petrie	2.80	Review and revise draft disclosure statement (1.7); correspond with M. Koch, K&E team re revisions to same (.6); telephone conference with BRG, Company re waterfall assumptions (.5).
04/03/23	Margaret Reiney	2.80	Revise disclosure statement (1.5); correspond with J. Ryan, K&E team re same (.4); review, revise plan (.9).
04/03/23	Jimmy Ryan	3.00	Revise chapter 11 plan (2.6); correspond with M. Reiney, K&E team re same (.4).
04/03/23	Josh Sussberg, P.C.	0.10	Review plan timeline.

Legal Services for the Period Ending April 30, 2023
BlockFi Inc.
Disclosure Statement, Plan, Confirmation

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Invoice Number: 1050079947
Matter Number: 54119-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/04/23	Trevor Eck	2.00	Research precedent re disclosure statement motion, solicitation issues.
04/04/23	Mike James Koch	0.60	Revise disclosure statement.
04/04/23	Brian Nakhaimousa	2.00	Revise disclosure statement motion.
04/04/23	Christine A. Okike, P.C.	8.90	Review and revise disclosure statement.
04/04/23	Francis Petrie	2.10	Review revised deal documentation (1.2); correspond with M. Reiney, K&E team re same (.4); review revised documents re waterfall and liquidation analysis (.5).
04/04/23	Margaret Reiney	1.70	Correspond with F. Petrie, K&E team re deal structure (.4); review, revise plan, disclosure statement (1.3).
04/04/23	Jimmy Ryan	1.70	Revise chapter 11 plan (1.4); correspond with F. Petrie, K&E team re same (.3).
04/05/23	Brian Nakhaimousa	3.20	Revise disclosure statement motion (1.6); review, revise disclosure statement (1.1); analyze precedent re disclosure statement motions (.5).
04/05/23	Christine A. Okike, P.C.	2.40	Review and revise plan.
04/05/23	Christine A. Okike, P.C.	0.60	Telephone conference with M3, Brown Rudnick, BRG, Haynes and Boone, F. Petrie and K&E team re intercompany claims.
04/05/23	Isabella J. Paretti	2.10	Draft agenda re April omnibus hearing (1.5); conference with Haynes and Boone re same (.2); review, revise agenda re April 19 hearing re exclusivity (.4).
04/05/23	Francis Petrie	1.30	Telephone conference with Committee advisors re intercompany treatment (.5); correspond with M. Reiney, K&E teams re methodology (.2); review documents and presentation re same (.6).
04/05/23	Margaret Reiney	2.20	Correspond with F. Petrie, K&E team, Company re UCC meeting re waterfall (.7); review, revise deal documentation (1.3); correspond with F. Petrie, K&E team re same (.2).
04/05/23	Jimmy Ryan	0.80	Revise chapter 11 plan (.6); correspond with M. Reiney, K&E team re same (.2).
04/06/23	Brian Nakhaimousa	0.60	Review, revise agenda re April 19 hearing re plan exclusivity (.5); correspond with I. Paretti re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/06/23	Christine A. Okike, P.C.	4.40	Review and revise plan (3.9); correspond with K&E team re same (.5).
04/06/23	Christine A. Okike, P.C.	1.10	Telephone conference with management and Haynes and Boone team re intercompany claims.
04/06/23	Isabella J. Paretti	0.30	Conference with B. Nakhaimousa re disclosure statement pleadings, research.
04/06/23	Isabella J. Paretti	0.40	Review, revise agenda re April omnibus hearing (.3); correspond with B. Nakhaimousa re same (.1).
04/06/23	Francis Petrie	2.70	Review draft deal documents (1.3); review research re setoff rights (1.0); review case law re same (.4).
04/06/23	Josh Sussberg, P.C.	0.10	Correspond with working group re exclusivity.
04/07/23	Trevor Eck	1.50	Analyze disclosure statement motion precedent re solicitation issues.
04/07/23	Brian Nakhaimousa	4.50	Revise disclosure statement motion (2.8); revise disclosure statement (.4); correspond with J. Ryan re same (.1); revise disclosure statement motion exhibits (1.2).
04/07/23	Francis Petrie	6.20	Review and revise plan of reorganization (2.2); review waterfall and claims treatment analysis deck (1.1); review draft disclosure statement (2.2); review precedent re same (.7).
04/07/23	Margaret Reiney	1.80	Correspond with F. Petrie, K&E team re UCC meeting re plan (.7); review, revise plan (.8); correspond with I. Paretti, K&E team re same (.3).
04/07/23	Jimmy Ryan	3.50	Coordinate conference logistics between Committee, Company, and Company advisors re chapter 11 plan (.3); review, revise chapter 11 plan (2.8); telephone conference with B. Nakhaimousa re same (.1); correspond with M. Reiney, K&E team re same (.3).
04/08/23	Brian Nakhaimousa	3.80	Revise disclosure statement motion (1.0); revise disclosure statement motion exhibits (2.3); revise disclosure statement (.5).
04/08/23	Margaret Reiney	0.70	Correspond with F. Petrie, K&E team re UCC meeting re waterfall.
04/08/23	Jimmy Ryan	0.20	Correspond with B. Nakhaimousa re chapter 11 plan.

Legal Services for the Period Ending April 30, 2023

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Invoice Number: 1050079947

BlockFi Inc.

Matter Number: 54119-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/09/23	Christine A. Okike, P.C.	2.40	Review plan waterfall analysis presentation (2.1); correspond with J. Sussberg, BRG team re same (.3).
04/09/23	Christine A. Okike, P.C.	2.30	Review intercompany claims analysis (1.5); telephone conference with management and Haynes and Boone re same (.8).
04/09/23	Margaret Reiney	1.30	Prepare materials for UCC meeting re plan (.7); correspond with F. Petrie, K&E team, BRG, M3, Moelis re same (.6).
04/09/23	Jimmy Ryan	0.40	Coordinate conference logistics with F. Petrie, K&E team, Moelis team, Haynes and Boone team, M3 team, Committee, and Brown Rudnick team re chapter 11 plan.
04/09/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re waterfall analysis and UCC meeting.
04/10/23	Brian Nakhaimousa	3.20	Revise disclosure statement motion exhibits (3.1); correspond with R. Jacobson re disclosure statement motion (.1).
04/10/23	Brian Nakhaimousa	0.20	Correspond with I. Paretti, R. Jacobson re April 19 hearing agenda re exclusivity.
04/10/23	Christine A. Okike, P.C.	1.90	Review and revise plan (1.7); correspond with J. Sussberg re same (.2).
04/10/23	Isabella J. Paretti	1.10	Correspond with Haynes and Boone, Cole Schotz re April omnibus agenda (.3); revise same (.6); correspond with M. Reiney, K&E team re same (.2).
04/10/23	Francis Petrie	9.10	Prepare for meeting with Committee advisors (1.3); attend meeting with Committee advisors re plan and waterfall analysis (3.0); attend meeting with Brown Rudnick, BRG teams re intercompany transactions (1.7); review documents and deck re waterfall analysis and third-party transaction (1.6); review plan of reorganization (.6); review and revise proposed exclusivity order (.7); correspond with M. Reiney, K&E team re same (.2).
04/10/23	Margaret Reiney	5.20	Attend meeting with UCC, Company re waterfall, plan recoveries (3.0); prepare materials for same (.9); review, revise exclusivity order (.4); review, revise notice of same (.7); correspond with F. Petrie, K&E team re same (.2).

Legal Services for the Period Ending April 30, 2023

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Invoice Number: 1050079947

BlockFi Inc.

Matter Number: 54119-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/10/23	Jimmy Ryan	3.50	Coordinate conference logistics with F. Petrie, K&E team, Moelis team, BRG team, Haynes and Boone team, M3 team, Committee, and Brown Rudnick team re chapter 11 plan (.4); participate in conference with F. Petrie, K&E team, Moelis team, BRG team, Haynes and Boone team, M3 team, Committee, and Brown Rudnick team re same (2.7); review, revise chapter 11 plan (.4).
04/10/23	Josh Sussberg, P.C.	0.20	Correspond with C. Okike re exclusivity status.
04/11/23	Rob Jacobson	0.50	Telephone conference with C. Okike, F. Petrie re plan, disclosure statement (.4); prepare for same (.1).
04/11/23	Mike James Koch	4.10	Conference with M. Reiney, K&E team re disclosure statement, plan considerations (.5); draft reply pleading re exclusivity (3.6).
04/11/23	Sarah R. Margolis	2.00	Conference with C. Okike, K&E team re plan (.5); analyze plan waterfall (1.2); correspond with J. Ryan re same (.1); review correspondence re same (.2).
04/11/23	Brian Nakhaimousa	1.30	Conference with C. Okike, K&E team re plan, disclosure statement (.5); conference with M. Reiney re disclosure statement, next steps (.2); revise disclosure statement (.6).
04/11/23	Brian Nakhaimousa	0.10	Review, revise April 19 hearing agenda re exclusivity.
04/11/23	Christine A. Okike, P.C.	1.40	Review Haynes and Boone comments to disclosure statement (.4); telephone conference with F. Petrie, K&E team re plan (.5); telephone conference with management and R. Kanowitz re exclusivity (.5).
04/11/23	Isabella J. Paretti	1.00	Review, revise agenda re April omnibus hearing, exclusivity (.7); correspond with Cole Schotz, Haynes and Boone re same (.3).
04/11/23	Francis Petrie	2.30	Telephone conference with Company re confirmation strategy (.5); telephone conference with C. Okike, K&E team re plan drafting (.5); review and revise draft plan (1.3).
04/11/23	Margaret Reiney	2.30	Review disclosure statement (1.8); correspond with R. Jacobson, K&E team re same (.5).

Legal Services for the Period Ending April 30, 2023
BlockFi Inc.

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Invoice Number: 1050079947
Matter Number: 54119-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/11/23	Jimmy Ryan	2.60	Correspond with B. Nakhaimousa, K&E team re chapter 11 plan (.5); analyze precedent chapter 11 plans (1.1); research re same (.3); review, revise same (.7).
04/11/23	Josh Sussberg, P.C.	0.40	Correspond with Company re exclusivity and next steps.
04/12/23	Ziv Ben-Shahar	0.60	Analyze issues re objection to exclusivity motion.
04/12/23	Julia R. Foster	0.70	Research precedent re claims agent declarations in support of solicitation and exclusivity.
04/12/23	Mike James Koch	2.70	Draft reply pleading re exclusivity.
04/12/23	Brian Nakhaimousa	3.00	Review committee objection re exclusivity (.5); analyze precedent declarations in support of exclusivity (.7); draft, review, revise declaration in support of exclusivity re same (1.8).
04/12/23	Christine A. Okike, P.C.	1.70	Telephone conference with Company, BRG, Moelis, Haynes and Boone and F. Petrie, K&E teams re waterfall analysis (.5); telephone conference with R. Kanowitz re plan (.3); review UCC objection to exclusivity extension (.6); telephone conference with C Street re same (.3).
04/12/23	Francis Petrie	6.80	Review objection re exclusivity (.4); outline issues re same (.5); telephone conference with L. Wolf re response (.4); correspond with M. Reiney, K&E team re same (.6); review precedent objections re same (1.1); telephone conference with R. Jacobson, M. Reiney re deal documentation (.5); review Company comments re disclosure statement (.7); correspond with R. Jacobson re noticing (.3); telephone conference with Kroll team re noticing strategy and schedule (.3); correspond with M. Reiney re notice of disclosure statement hearing (.2); review materials re same (.4); revise correspondence re objection substance (.7); correspond with C. Okike re exclusivity reply (.7).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/12/23	Margaret Reiney	2.80	Correspond with F. Petrie, K&E team re plan process (.6); review disclosure statement (.7); correspond with J. Ryan, K&E team re exclusivity (.7); correspond with J. Ryan, K&E team, Kroll re exclusivity (.3); review exclusivity objection (.5).
04/12/23	Jimmy Ryan	4.00	Review, analyze Committee objection to exclusivity motion (.7); correspond with M. Reiney, K&E team re same (.9); draft summary of same (1.4); revise, comment on response to objection re same (.4); conference with F. Petrie, K&E team re declaration in support of same (.2); correspond with M. Reiney, K&E team, and Company re chapter 11 plan (.3); telephone conference with M. Reiney re same (.1).
04/12/23	Josh Sussberg, P.C.	0.50	Review exclusivity objection.
04/13/23	Bob Allen, P.C.	0.20	Conference with T. Scheuer, SEC team re plan timing and processes.
04/13/23	Rob Jacobson	1.00	Revise disclosure statement motion.
04/13/23	Mike James Koch	2.60	Analyze precedent, legal issues re plan confirmation considerations (1.6); correspond with M. Reiney, K&E team re same (.3); review, revise reply pleading re exclusivity (.5); correspond with F. Petrie, K&E team re same (.2).
04/13/23	Brian Nakhaimousa	3.50	Revise disclosure statement (2.7); correspond with R. Jacobson re disclosure statement motion (.2); revise exclusivity reply (.6).
04/13/23	Brian Nakhaimousa	0.20	Review, revise April 19 hearing agenda re exclusivity.
04/13/23	Christine A. Okike, P.C.	2.10	Review and revise reply to objection to extension of exclusivity (1.3); review plan confirmation research (.8).
04/13/23	Christine A. Okike, P.C.	0.20	Telephone conference with R. Kanowitz re 3AC claims.
04/13/23	Isabella J. Paretti	2.60	Research re impaired classes treatment.
04/13/23	Francis Petrie	6.60	Review and revise reply to exclusivity objection (3.5); correspond with M. Reiney, K&E team re same (.8); telephone conference with Company re communications re same (.5); correspond with C. Okike re same (.2); review revisions to disclosure statement (1.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/13/23	Margaret Reiney	7.90	Draft, revise exclusivity declaration (2.3); correspond with F. Petrie, K&E team re same (.9); review, revise exclusivity reply (3.1); correspond with F. Petrie, K&E team re same (1.6).
04/13/23	Jimmy Ryan	6.40	Revise, comment on response to objection to motion to extend exclusivity (3.9); analyze Committee objection re same (.4); correspond with M. Reiney, K&E team re same (.2); further revise reply re same (.4); draft chapter 11 plan (1.5).
04/13/23	Josh Sussberg, P.C.	0.10	Correspond with Company re government interaction on plan.
04/13/23	Josh Sussberg, P.C.	0.50	Telephone conference with J. Mayers re exclusivity and next steps (.2); telephone conference with M. Meghji re same (.1); correspond with Company re exclusivity response (.2).
04/14/23	Rob Jacobson	9.30	Revise disclosure statement motion (3.6); analyze exhibits re same (2.3); analyze precedent re disclosure statement motions, orders (.7); review, revise disclosure statement motion, order re same (1.4); analyze draft plan, disclosure statement re same (1.1); correspond with B. Nakhaimousa re same (.2).
04/14/23	Mike James Koch	4.10	Revise reply re exclusivity (2.4); correspond with F. Petrie, K&E team re same (.7); draft disclosure statement motion (1.0).
04/14/23	Sarah R. Margolis	0.30	Review, analyze waterfall presentation.
04/14/23	Casey McGushin	1.40	Draft and revise exclusivity reply.
04/14/23	Brian Nakhaimousa	1.90	Revise disclosure statement motion (1.1); revise DS motion exhibits (.6); correspond with R. Jacobson re same (.2).
04/14/23	Brian Nakhaimousa	1.10	Revise disclosure statement.
04/14/23	Christine A. Okike, P.C.	1.10	Review and revise reply to objection to exclusivity extension.
04/14/23	Christine A. Okike, P.C.	0.30	Telephone conference with A. Goldberg and R. Kanowitz re 3AC claims.
04/14/23	Isabella J. Parette	0.60	Revise disclosure statement motion.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/14/23	Francis Petrie	7.80	Review and revise reply to exclusivity objection (3.7); correspond with J. Sussberg, M. Reiney, K&E team, Company re same (1.8); review and revise same (2.3).
04/14/23	Margaret Reiney	5.60	Revise exclusivity reply (3.1); correspond with F. Petrie, K&E team re same (1.8); review, revise exclusivity agenda (.7).
04/14/23	Jimmy Ryan	6.00	Correspond with M. Reiney, K&E team re response to objection to motion to extend exclusivity (1.4); review, revise, comment on same (3.9); further revise same (.7).
04/14/23	Josh Sussberg, P.C.	1.10	Review and revise exclusivity reply (.9); correspond with J. Mayers and C. Okike re same (.1); correspond with M. Sirota re same (.1).
04/15/23	Rob Jacobson	5.10	Revise disclosure statement motion (3.9); analyze precedent re same (1.2).
04/15/23	Brian Nakhaimousa	1.20	Revise disclosure statement motion.
04/15/23	Isabella J. Paretti	0.40	Correspond with B. Nakhaimousa re omnibus hearing agenda, exclusivity (.2); review same (.1); correspond with M. Reiney, K&E team re same (.1).
04/15/23	Francis Petrie	3.40	Review and revise declarations in support of exclusivity (2.4); correspond with C. Okike, M. Slade, K&E team re objection, strategy (.8); review correspondence with M. Reiney re same (.2).
04/15/23	Josh Sussberg, P.C.	0.10	Correspond with M. Sirota re exclusivity hearing.
04/16/23	Rob Jacobson	5.00	Revise disclosure statement motion, related exhibits (2.5); analyze precedent re same (1.6); research precedent re same (.9).
04/16/23	Casey McGushin	0.80	Review and revise exclusivity motion.
04/16/23	Christine A. Okike, P.C.	2.00	Review Renzi declaration in support of exclusivity extension (.7); telephone conference with Kroll re plan solicitation and tabulation timeline (.2); review Kroll declaration in support of plan solicitation and tabulation timeline (.3); review plan waterfall analysis (.8).

Legal Services for the Period Ending April 30, 2023
BlockFi Inc.

Invoice Number: 1050079947
Matter Number: 54119-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/16/23	Isabella J. Paretti	2.20	Review, revise agenda re omnibus hearing, exclusivity (1.8); correspond with Cole Schotz, Haynes and Boone, F. Petrie, and K&E team re same (.4).
04/16/23	Francis Petrie	4.90	Review and revise declarations, evidence in support of exclusivity (2.3); correspond with M. Reiney, K&E team re same (.4); revise document re exclusivity hearing (.5); review caselaw in support of extension (.7); review draft motion re disclosure statement (1.0).
04/16/23	Margaret Reiney	4.30	Revise exclusivity declaration (3.9); correspond with F. Petrie, K&E team, Company re same (.4).
04/16/23	Josh Sussberg, P.C.	0.10	Correspond with Company re exclusivity status and hearing.
04/17/23	Rob Jacobson	1.00	Review, comment on disclosure statement exhibits, ballots, notices, schedules (.7); correspond with F. Petrie re same (.3).
04/17/23	Mike James Koch	0.50	Prepare hearing materials re exclusivity motion.
04/17/23	Casey McGushin	1.30	Review, revise declarations in support of exclusivity motion.
04/17/23	Christine A. Okike, P.C.	1.90	Review Renzi and Pullo declarations in support of exclusivity extension motion (.8); telephone conference with M. Renzi re same (.2); review plan (.9).
04/17/23	Francis Petrie	3.10	Arrange for filing of exclusivity declarations (.5); correspond with M. Reiney re same (.3); review declarations (.2); review and revise disclosure statement motion (1.5); correspond with R. Jacobson re same (.3); correspond with J. Sussberg re exclusivity hearing preparation (.3).
04/17/23	Margaret Reiney	4.10	Revise exclusivity reply (1.4); revise declaration in support of exclusivity (1.2); correspond with M. Koch, K&E team re same (.7); correspond with J. Ryan, K&E team re exclusivity materials (.8).
04/17/23	Jimmy Ryan	0.60	Correspond with M. Reiney, K&E team re declaration in support of motion to extend exclusivity (.1); review, revise same (.5).
04/17/23	Michael B. Slade	0.40	Analyze declarations re exclusivity.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/17/23	Josh Sussberg, P.C.	0.30	Correspond re exclusivity status, Committee proposal (.2); telephone conference with M3 Advisors re same (.1).
04/18/23	Casey McGushin	3.10	Prepare for witness preparation sessions re exclusivity hearing (1.4); participate in witness preparation session with C. Pullo (.3); participate in witness preparation session with M. Renzi (.6); draft and revise direct examination outlines re exclusivity hearing (.8).
04/18/23	Brian Nakhaimousa	0.20	Conference with I. Paretti re disclosure statement motion exhibits.
04/18/23	Christine A. Okike, P.C.	2.10	Telephone conference with Kroll and F. Petrie, K&E team re exclusivity hearing (.3); telephone conference with BRG and F. Petrie, K&E team re same (.8); telephone conference with B. Tichenor re plan (1.0).
04/18/23	Isabella J. Paretti	0.70	Review, revise agenda re April omnibus hearing, exclusivity (.5); correspond with B. Nakhaimousa, K&E team re same (.2).
04/18/23	Francis Petrie	3.20	Telephone conference with M. Renzi, C. McGushin re exclusivity witness preparation (.5); telephone conference with C. Pullo re same (.3); revise materials re contested hearing (.2); correspond with C. Okike re exclusivity strategy (.2); telephone conference with M. Reiney re same (.2); review precedent extensions and correspond with M. Reiney re same (.7); review committee correspondence re hearing (.3); correspond with C. McGushin, K&E team re strategy re same (.2); review draft deck re liquidation scenario (.6).
04/18/23	Margaret Reiney	4.00	Correspond with F. Petrie, K&E team, Cole Schotz re exclusivity hearing (.4); correspond with B. Nakhaimousa, K&E team re plan documents (.7); review, revise same (1.3); review, revise materials re exclusivity hearing (1.6).
04/18/23	Jimmy Ryan	2.60	Correspond with M. Reiney, K&E team re chapter 11 plan and disclosure statement (.3); review, revise chapter 11 plan (2.3).
04/18/23	Michael B. Slade	2.10	Conference with witness re exclusivity motion and review materials re same.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/18/23	Josh Sussberg, P.C.	0.40	Correspond with Company re exclusivity hearing and status of same (.3); correspond with M. Slade re same (.1).
04/19/23	Ziv Ben-Shahar	4.60	Research re plan acceptance, impairment (2.6); draft memorandum re same (1.8); correspond with T. Eck, K&E team re same (.2).
04/19/23	Trevor Eck	1.60	Research precedent re disclosure statement, solicitation timeline (1.3); correspond with Z. Ben-Shahar, K&E team re same (.3).
04/19/23	Trevor Eck	0.50	Review, revise preference claim memorandum (.4); telephone conference with S. Margolis re same (.1).
04/19/23	Rob Jacobson	1.60	Review, comment on disclosure statement schedules (.4); draft turnover letter (.9); correspond with F. Petrie re same (.3).
04/19/23	Casey McGushin	1.80	Prepare for hearing on exclusivity.
04/19/23	Brian Nakhaimousa	3.20	Revise disclosure statement (2.3); research, analyze considerations re timing re disclosure statement motion (.7); correspond with T. Eck re table re same (.2).
04/19/23	Christine A. Okike, P.C.	1.40	Telephone conference with Company, BRG, Moelis, Haynes and Boone and F. Petrie, K&E teams re plan waterfall analysis (.4); review plan and disclosure statement (1.0).
04/19/23	Francis Petrie	3.80	Review research re preference treatment (.4); prepare documents and filings re exclusivity (1.3); review draft disclosure statement motion (1.2); review solicitation materials (.9).
04/19/23	Margaret Reiney	1.20	Revise exclusivity materials (.7); correspond with F. Petrie, K&E team re same (.5).
04/19/23	Jimmy Ryan	3.20	Revise chapter 11 plan (2.3); correspond with F. Petrie, K&E team re same (.9).
04/20/23	Ziv Ben-Shahar	8.80	Research re plan acceptance, impairment (2.8); draft formal memorandum re same (3.9); revise formal memorandum re same (2.1).
04/20/23	Trevor Eck	1.70	Revise memorandum re confirmation issues.
04/20/23	Julia R. Foster	0.40	Correspond with L. Yale re disclosure statement, plan precedent request.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/20/23	Rob Jacobson	0.30	Conference with M. Reiney, K&E team re plan, disclosure statement, related workstreams.
04/20/23	Sarah R. Margolis	1.80	Revise disclosure statement re wallet claims (.7); research case law re same (.7); correspond with B. Nakhaimousa re same (.2); telephone conference with M. Reiney, K&E team re plan, disclosure statement (.2).
04/20/23	Brian Nakhaimousa	7.10	Correspond with M. Koch re disclosure statement motion (.3); review, revise disclosure statement (3.9); analyze materials re same re Company (1.6); correspond with M. Reiney, I. Paretti, K&E team re same (.3); further review, revise disclosure statement re same (.5); conference with M. Reiney, K&E team re next steps re plan and disclosure statement (.5).
04/20/23	Christine A. Okike, P.C.	1.70	Telephone conference with Company, Haynes and Boone and F. Petrie, K&E teams re plan (.6); telephone conference with Company, BRG, Moelis, Haynes and Boone and F. Petrie, K&E teams re FTX/Alameda claims (1.1).
04/20/23	Isabella J. Paretti	2.70	Draft memorandum re plan considerations (1.6); correspond with Z. Ben-Shahar, T. Eck re same (.3); review, revise memorandum re same (.8).
04/20/23	Isabella J. Paretti	2.00	Conference with M. Reiney, K&E team re plan, disclosure statement (.2); conference with B. Nakhaimousa re same (.1); draft section re preferences re same (1.5); correspond with S. Margolis and B. Nakhaimousa re same (.2).
04/20/23	Francis Petrie	3.50	Review and revise plan and disclosure statement (2.6); office conferences with M. Reiney re same (.9).
04/20/23	Margaret Reiney	0.80	Correspond with F. Petrie, K&E team re plan (.5); correspond with F. Petrie, K&E team, Haynes and Boone re progress re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/20/23	Jimmy Ryan	6.20	Telephone conference with M. Reiney, K&E team re chapter 11 plan and disclosure statement (.2); review, revise chapter 11 plan (3.9); office conferences with M. Reiney, K&E team re same (.9); telephone conference with Cole Schotz team re same (.1); with Cole Schotz team re same (.1); correspond with M. Reiney, K&E team re same (.6); further revise chapter 11 plan (.4).
04/21/23	Ziv Ben-Shahar	3.00	Research re plan considerations (2.2); correspond with J. Ryan, M. Koch, I. Paretti re same (.8).
04/21/23	Brian Nakhaimousa	5.60	Revise memorandum re plan considerations (.6); correspond with J. Ryan, K&E team re same (.2); review, revise disclosure statement (1.6); draft, revise disclosure statement re sale transaction (3.2).
04/21/23	Christine A. Okike, P.C.	1.90	Telephone conference with Company, BRG, Moelis, Haynes and Boone, and F. Petrie, K&E teams re plan recovery analysis (1.3); telephone conference with Haynes and Boone and F. Petrie, K&E teams re same (.3); review plan waterfall analysis (.3).
04/21/23	Isabella J. Paretti	2.90	Conference with J. Ryan re plan related considerations (.2); conference with Cole Schotz, J. Ryan re same (.2); review, revise memorandum re same (2.0); research case law re same (.3); correspond with J. Ryan re same (.2).
04/21/23	Francis Petrie	4.70	Telephone conference with Company re disclosure statement (1.3); correspond with J. Ryan, K&E team re plan revisions (.5); review memorandum re plan structuring and related issues (2.9).
04/21/23	Margaret Reiney	0.50	Correspond with F. Petrie, K&E team re plan documents and considerations.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/21/23	Jimmy Ryan	5.50	Revise, comment on memorandum re plan confirmation issues (1.6); telephone conference with I. Paretti re same (.2); correspond with I. Paretti, K&E team, and Cole Schotz team re same (.9); telephone conference with I. Paretti and Cole Schotz team re same (.1); research re plan considerations (.9); correspond with M. Reiney, K&E team re same (.6); correspond with F. Petrie, K&E team re chapter 11 plan (.3); review, revise same (.9).
04/21/23	Michael B. Slade	1.10	Telephone conference with BRG, Haynes and Boone, C. Okike, and K&E team re liquidation analysis and disclosure statement.
04/21/23	Katie J. Welch	1.10	Research re exculpatory provisions.
04/22/23	Brian Nakhaimousa	4.70	Review, analyze materials re transaction structuring (1.7); draft, review, revise disclosure statement re same (3.0).
04/22/23	Isabella J. Paretti	1.70	Revise memorandum re plan considerations (1.5); correspond with J. Ryan re same (.1); correspond with F. Petrie re same (.1).
04/22/23	Francis Petrie	3.30	Review and revise Plan and disclosure statement.
04/22/23	Jimmy Ryan	2.30	Revise chapter 11 plan.
04/23/23	Christine A. Okike, P.C.	1.70	Review plan and disclosure statement.
04/23/23	Francis Petrie	4.80	Review and revise Plan (2.0), review and revise disclosure Statement (2.8).
04/24/23	Trevor Eck	1.90	Revise plan.
04/24/23	Mike James Koch	1.00	Revise disclosure statement exhibits (.9); correspond with B. Nakhaimousa re same (.1).
04/24/23	Brian Nakhaimousa	6.50	Revise disclosure statement (1.6); correspond with M. Reiney, K&E team, Cole Schotz re same (.2); correspond with M. Koch re disclosure statement motion (.1); draft, revise disclosure statement re sale transaction (3.9); analyze materials re same (.7).
04/24/23	Christine A. Okike, P.C.	4.70	Telephone conference with Company, BRG, Moelis, Haynes and Boone and F. Petrie, K&E teams re plan waterfall analysis (.4); review plan (2.2); telephone conference with Company and BRG re expense allocation (.4); review disclosure statement (1.7).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/24/23	Francis Petrie	4.40	Review plan comments (2.7); telephone conference with R. Jacobson, M. Reiney re deal documentation (.5); telephone conference with Company re intercompany allocations (.5); correspond with M. Reiney, K&E team re same (.7).
04/24/23	Margaret Reiney	2.50	Revise disclosure statement (1.4); correspond with B. Nakhaimousa, K&E team re same (.4); review, revise plan (.3); correspond with T. Eck, K&E team re same (.4).
04/25/23	Bob Allen, P.C.	1.20	Revise disclosure statement re regulatory concerns.
04/25/23	Brian Nakhaimousa	8.60	Revise disclosure statement (3.9); correspond with M. Reiney, K&E team re same, re plan treatment (.5); review advisor, Company comments re disclosure statement (1.1); analyze precedent, materials re company background re same (1.2); further review, revise disclosure statement re same (1.9).
04/25/23	Christine A. Okike, P.C.	0.40	Telephone conference with M. Renzi and B. Tichenor re plan.
04/25/23	Isabella J. Paretti	1.50	Revise disclosure statement (1.2); correspond with B. Nakhaimousa re same (.2); correspond with M. Reiney re same (.1).
04/25/23	Francis Petrie	1.40	Review revised Plan (.4); correspond with M. Reiney re same (.2); correspond with B. Nakhaimousa re revised disclosure statement (.4); analyze disclosure statement (.4).
04/25/23	Margaret Reiney	1.70	Revise plan (1.3); correspond with F. Petrie, K&E team re same (.4).
04/26/23	Mike James Koch	0.80	Revise disclosure statement re class treatment, plan considerations (.6); correspond with B. Nakhaimousa, J. Ryan re same (.2).
04/26/23	Sarah R. Margolis	1.80	Telephone conference with F. Petrie, K&E team re plan, disclosure statement (.5); draft exclusivity motion (1.0); research precedent re same (.3).
04/26/23	Brian Nakhaimousa	1.60	Conference with F. Petrie, K&E team re plan, disclosure statement (.5); review, revise disclosure statement (.8); correspond with R. Jacobson re confirmation timeline (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/26/23	Christine A. Okike, P.C.	0.60	Telephone conference with Company, BRG, Moelis, Haynes and Boone, and F. Petrie, K&E teams re plan waterfall analysis.
04/26/23	Francis Petrie	2.10	Telephone conference with Company re plan and disclosure statement (.5); review and revise confirmation schedule (.3); correspond re plan content and revisions (.7); telephone conference with M. Reiney, K&E team re plan drafting and deal documents (.6).
04/26/23	Margaret Reiney	1.40	Revise plan re intercompany considerations (.8); correspond with B. Nakhaimousa re same (.6).
04/26/23	Jimmy Ryan	1.20	Revise chapter 11 plan (.8); video conference with F. Petrie, K&E team re same (.4).
04/27/23	David Hackel	0.50	Correspond with S. Margolis re exclusivity motion (.1); analyze precedent re same (.4).
04/27/23	Katherine Karnosh	0.60	Review disclosure statement.
04/27/23	Mike James Koch	2.20	Revise disclosure statement (.2); correspond with B. Nakhaimousa, M. Reiney re same (.2); revise disclosure statement motion (.8); revise disclosure statement motion exhibits re same (.6); correspond with B. Nakhaimousa re same (.4).
04/27/23	Sarah R. Margolis	1.70	Draft exclusivity motion (.6); research case updates re same (.3); correspond with D. Hackel, T. Eck re same (.3); correspond with R. Jacobson re same (.1); research first exclusivity motion, order (.2); research case law re same (.2).
04/27/23	Brian Nakhaimousa	6.60	Draft, review, revise disclosure statement motion (1.1); review, revise disclosure statement motion exhibits (2.5); review, revise disclosure statement (3.0).
04/27/23	Christine A. Okike, P.C.	4.20	Attend meeting with Brown Rudnick, Haynes and Boone, F. Petrie, K&E teams re plan (1.3); follow up meeting with Haynes and Boone, F. Petrie, K&E teams re same (.7); telephone conference with Company, Haynes and Boone, F. Petrie, K&E teams re same (.5); analyze plan (.3); telephone conference with F. Petrie, K&E team re same (.4); telephone conference with Company, JPLs, Moelis, BRG and F. Petrie, K&E teams re plan waterfall analysis (1.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/27/23	Isabella J. Paretti	0.40	Review pleadings re objections to disclosure statement.
04/27/23	Francis Petrie	4.60	Telephone conference with Company re communications re disclosure statement (.5); conference with J. Sussberg re deal status (.5); telephone conference with C. Okike re plan revisions (.5); review and revise disclosure statement materials (.6); correspond with M. Reiney, K&E team re work in progress re deal (.7); telephone conference with BRG team re best interest tests (1.0); review materials re same (.8).
04/27/23	Margaret Reiney	1.30	Correspond with F. Petrie, K&E team re plan (.7); review, revise same (.6).
04/27/23	Michael B. Slade	1.20	Conference with UCC re plan matters.
04/27/23	Josh Sussberg, P.C.	0.30	Correspond re disclosure statement and investigation re same.
04/28/23	David Hackel	9.60	Draft, revise second exclusivity motion (3.9); research, analyze precedent re same (3.5); analyze precedent for disclosure statement, plan of confirmation, wallet motion, wallet reply, stipulated facts, and wallet declaration r (2.1); correspond with S. Margolis re same (.1).
04/28/23	Katherine Karnosh	9.70	Review and revise plan (5.1); review and revise disclosure statement (4.6).
04/28/23	Brian Nakhaimousa	5.90	Revise disclosure statement exhibits (1.7); correspond with M. Koch, Cole Schotz, Haynes and Boone, Kroll re same (.2); review, revise disclosure statement (2.5); correspond with M. Reiney, K&E team re same (.2); review, revise disclosure statement motion (1.3).
04/28/23	Francis Petrie	1.30	Correspond with B. Nakhaimousa re revised disclosure statement (.2); review language re same (1.1).
04/29/23	David Hackel	2.10	Revise second exclusivity motion (1.5); analyze precedent re same (.4); correspond with S. Margolis re same (.2).
04/29/23	Katherine Karnosh	3.90	Review and revise disclosure statement.
04/29/23	Mike James Koch	0.90	Research, analyze caselaw re disclosure statement considerations (.8); correspond with B. Nakhaimousa re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/29/23	Brian Nakhaimousa	0.70	Revise disclosure statement (.3); correspond with M. Reiney, K&E team re same (.1); review, revise ds motion (.3).
04/29/23	Margaret Reiney	1.50	Revise disclosure statement (1.4); correspond with B. Nakhaimousa, K&E team re same (.1).
04/30/23	Brian Nakhaimousa	0.50	Revise disclosure statement motion exhibits.
04/30/23	Margaret Reiney	0.30	Review plan comments.
Total		518.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079948

Client Matter: 54119-19

In the Matter of International Issues

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 6,105.00

Total legal services rendered

\$ 6,105.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	2.60	1,850.00	4,810.00
Francis Petrie	1.00	1,295.00	1,295.00
TOTALS	3.60		\$ 6,105.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/06/23	Christine A. Okike, P.C.	0.90	Telephone conference with JPLs, Walkers, management and Haynes and Boone re international key work streams.
04/13/23	Christine A. Okike, P.C.	1.00	Telephone conference with JPLs, Walkers, E&Y, Haynes and Boone and K&E teams re international key work streams.
04/20/23	Christine A. Okike, P.C.	0.70	Telephone conference with management, JPLs, Walkers, Haynes and Boone, and K&E teams re international key work streams.
04/27/23	Francis Petrie	1.00	Telephone conference with JPLs, Walkers, Haynes and Boone re plan of reorganization.
Total		3.60	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079949

Client Matter: 54119-20

In the Matter of K&E Retention and Fee Matters

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 88,561.00

Total legal services rendered

\$ 88,561.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	4.80	735.00	3,528.00
Trevor Eck	13.00	735.00	9,555.00
Julia R. Foster	4.20	480.00	2,016.00
David Hackel	16.90	735.00	12,421.50
Rob Jacobson	9.10	1,155.00	10,510.50
Mike James Koch	12.00	735.00	8,820.00
Sarah R. Margolis	16.50	995.00	16,417.50
Brian Nakhaimousa	3.40	995.00	3,383.00
Isabella J. Parette	7.50	735.00	5,512.50
Francis Petrie	2.60	1,295.00	3,367.00
Margaret Reiney	6.60	1,155.00	7,623.00
Jimmy Ryan	1.50	885.00	1,327.50
Mason N. Zurek	4.10	995.00	4,079.50
TOTALS	102.20		\$ 88,561.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/03/23	Julia R. Foster	1.60	Correspond with S. Margolis, K&E team re privilege and confidentiality in January 2023 monthly fee statement (.2); review and revise January 2023 monthly fee statement (1.1); prepare same for filing (.3).
04/03/23	Sarah R. Margolis	0.80	Correspond with R. Jacobson, K&E team re privilege and confidentiality in January 2023 monthly fee statement (.6); review, revise same (.2).
04/04/23	David Hackel	0.10	Correspond with S. Margolis re K&E invoice for privilege and confidentiality.
04/04/23	Sarah R. Margolis	0.20	Correspond with D. Hackel, K&E team re privilege and confidentiality in K&E monthly fee statement.
04/05/23	Julia R. Foster	2.60	Correspond with S. Margolis re K&E first interim fee application (.3); draft K&E first interim fee application (2.3).
04/05/23	David Hackel	0.20	Correspond with S. Margolis re K&E invoice reviews re privilege and confidentiality (.1); correspond with S. Margolis, J. Foster re same (.1).
04/05/23	Sarah R. Margolis	2.30	Revise K&E invoice re privilege and confidentiality (1.5); correspond with D. Hackel, K&E team re same (.8).
04/06/23	David Hackel	5.60	Correspond with S. Margolis re review of K&E invoice for privilege and confidentiality (.4); review, revise K&E invoice for privilege and confidentiality (3.9); further review, revise K&E invoice for same (1.3).
04/07/23	Trevor Eck	2.70	Review, revise K&E invoice for privilege, confidentiality.
04/07/23	David Hackel	4.90	Revise K&E invoice for privilege and confidentiality (3.9); further review, revise same for privilege and confidentiality (1.0).
04/10/23	David Hackel	1.50	Review, revise K&E invoice for privilege and confidentiality (1.4); correspond with S. Margolis re same (.1).
04/10/23	Sarah R. Margolis	1.60	Review, revise K&E invoices re privilege, confidentiality.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/11/23	Ziv Ben-Shahar	4.80	Review, revise K&E invoice statement for privilege and confidentiality.
04/11/23	Trevor Eck	4.00	Review, revise invoice re privilege, confidentiality issues.
04/11/23	David Hackel	2.40	Review, revise K&E invoice for privilege and confidentiality (2.2); correspond with S. Margolis re same (.2).
04/11/23	Mike James Koch	5.10	Review, revise monthly fee statement re confidentiality, privilege considerations (3.9); correspond with S. Margolis re same (.2); review, revise monthly fee statement re same (1.0).
04/11/23	Sarah R. Margolis	1.00	Correspond with T. Eck, working group re K&E invoices (.1); review, revise K&E invoice for privilege and confidentiality (.9).
04/11/23	Isabella J. Parette	5.10	Review, revise K&E invoice re privilege and confidentiality (3.9); further review, revise same for privilege and confidentiality (1.1); correspond with M. Koch re same (.1).
04/12/23	Trevor Eck	5.90	Review, revise K&E invoice re privilege, confidentiality.
04/12/23	Isabella J. Parette	2.40	Review, revise K&E invoice re privilege and confidentiality (2.3); correspond with billing department re same (.1).
04/13/23	Trevor Eck	0.20	Draft certificate of no objection re monthly fee statement.
04/13/23	Mike James Koch	0.30	Analyze retention schedules re confidentiality considerations for supplemental declaration in support of K&E retention (.2); correspond with B. Nakhaimousa re same (.1).
04/14/23	David Hackel	1.20	Correspond with S. Margolis, R. Jacobson re K&E invoice re privilege and confidentiality (.1); analyze correspondence from S. Margolis re same (.2); revise K&E invoice re same (.9).
04/14/23	Sarah R. Margolis	2.30	Correspond with M. Koch re interim fee application (.2); correspond with T. Eck, R. Jacobson M. Reiney re same (.3); review, revise K&E fee application re privilege, confidentiality issue (1.3); correspond with R. Jacobson re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/16/23	Sarah R. Margolis	4.40	Review, revise K&E invoice re privilege, confidentiality (3.9); correspond with D. Hackel, F. Petrie, R. Jacobson re same (.2); further revise K&E invoices re privilege, confidentiality issues (.3).
04/16/23	Brian Nakhaimousa	1.10	Review, revise K&E invoice for privilege and confidentiality.
04/16/23	Mason N. Zurek	4.10	Review, revise K&E invoice for privilege and confidentiality (3.7); correspond with S. Margolis re same (.4).
04/17/23	David Hackel	1.00	Correspond with S. Margolis, M. Reiney, R. Jacobson, K&E team re K&E invoice re privilege and confidentiality (.1); review, revise K&E invoice re same (.9).
04/17/23	Mike James Koch	2.70	Draft first interim fee application.
04/17/23	Sarah R. Margolis	2.20	Review, revise K&E invoice for privilege and confidentiality.
04/17/23	Brian Nakhaimousa	2.30	Review, revise K&E invoice for privilege and confidentiality.
04/17/23	Jimmy Ryan	1.50	Review, revise K&E invoice for privilege and confidentiality.
04/18/23	Trevor Eck	0.20	Revise certificate of no objection re monthly fee statement (.1); correspond with Cole Schotz, S. Margolis re same (.1).
04/18/23	Sarah R. Margolis	0.90	Correspond with T. Eck, R. Jacobson, and Company re certificate of no objection re month fee statement (.4); analyze same (.3); correspond with M. Reiney re K&E invoice (.1); correspond with M. Koch re interim fee application (.1).
04/18/23	Margaret Reiney	2.60	Review, revise K&E invoice for privilege and confidentiality.
04/19/23	Rob Jacobson	7.00	Review, revise K&E invoice for privilege and confidentiality (3.9); further review, revise K&E invoice for privilege and confidentiality (3.1).
04/20/23	Rob Jacobson	2.10	Review, revise K&E invoice for privilege and confidentiality.
04/22/23	Margaret Reiney	1.20	Review, revise K&E invoice for privilege and confidentiality (.7); correspond with Z. Ben-Shahar, K&E team re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/25/23	Mike James Koch	2.60	Review, revise first interim fee application (2.5); correspond with S. Margolis re same (.1).
04/26/23	Sarah R. Margolis	0.50	Review, revise K&E invoices re privilege, confidentiality.
04/26/23	Francis Petrie	2.60	Review and revise monthly fee invoice.
04/27/23	Mike James Koch	1.30	Draft cover sheets re K&E monthly fee statements (1.2); correspond with S. Margolis re same (.1).
04/27/23	Sarah R. Margolis	0.30	Correspond with M. Reiney, K&E team re invoices (.1); revise K&E invoice re privilege, confidentiality (.2).
04/27/23	Margaret Reiney	2.80	Review, revise February, March K&E invoice for privilege and confidentiality.
Total		102.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079950

Client Matter: 54119-21

In the Matter of Non-K&E Retention and Fee Matters

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 17,793.50

Total legal services rendered

\$ 17,793.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	8.70	735.00	6,394.50
Brian Nakhaimousa	6.50	995.00	6,467.50
Francis Petrie	1.40	1,295.00	1,813.00
Margaret Reiney	2.70	1,155.00	3,118.50
TOTALS	19.30		\$ 17,793.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/03/23	Trevor Eck	1.10	Review, revise Deloitte retention application (1.0); correspond with B. Nakhaimousa re same (.1).
04/03/23	Brian Nakhaimousa	0.10	Correspond with T. Eck re Deloitte retention.
04/06/23	Brian Nakhaimousa	1.50	Review, revise Deloitte retention application (1.4); correspond with T. Eck re same (.1).
04/10/23	Trevor Eck	1.10	Review, revise Deloitte retention application.
04/10/23	Margaret Reiney	1.60	Draft stipulation to appoint fee examiner (1.2); correspond with B. Nakhaimousa, K&E team re same (.4).
04/11/23	Trevor Eck	2.50	Revise Deloitte retention application (2.1); analyze precedent re same (.4).
04/12/23	Trevor Eck	1.50	Revise Deloitte retention application.
04/12/23	Francis Petrie	0.90	Review and revise stipulation re fee examiner appointment (.4); correspond with M. Reiney re same (.2); review precedent order re same (.3).
04/13/23	Trevor Eck	0.40	Revise Deloitte retention application.
04/13/23	Brian Nakhaimousa	2.40	Review, revise Deloitte retention application (2.0); conference with R. Jacobson re same (.2); correspond with T. Eck re same (.2).
04/13/23	Margaret Reiney	1.10	Review, revise stipulation re fee examiner (.7); correspond with F. Petrie, K&E team re same (.4).
04/14/23	Francis Petrie	0.50	Review and revise stipulation re appointment of fee examiner (.3); correspond with S. Golden, K&E team re same (.2).
04/20/23	Brian Nakhaimousa	0.30	Correspond with Cole Schotz, R. Jacobson re BRG first fee application (.1); review same (.2).
04/21/23	Trevor Eck	1.50	Revise Deloitte retention application.
04/26/23	Brian Nakhaimousa	0.30	Conference with Cole Schotz re BRG interim fee application (.2); correspond with F. Petrie, M. Reiney re same (.1).
04/28/23	Brian Nakhaimousa	0.40	Review Moelis fee statement (.2); correspond with Cole Schotz, Moelis re same (.2).
04/29/23	Brian Nakhaimousa	1.50	Revise Deloitte retention application (1.4); correspond with T. Eck re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/30/23	Trevor Eck	0.60	Revise Deloitte retention application.
Total		19.30	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079951

Client Matter: 54119-22

In the Matter of Tax Matters

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 6,562.50

Total legal services rendered

\$ 6,562.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven M. Cantor	2.20	1,455.00	3,201.00
Katherine Karnosh	0.90	935.00	841.50
Anthony Vincenzo Sexton, P.C.	1.50	1,680.00	2,520.00
TOTALS	4.60		\$ 6,562.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/05/23	Katherine Karnosh	0.10	Telephone conference with S. Toth, M. Reiney, F. Petrie, W. Guthrie re bid mark-ups.
04/12/23	Steven M. Cantor	1.00	Review confidential bid documents.
04/12/23	Anthony Vincenzo Sexton, P.C.	0.10	Review tax election materials.
04/14/23	Steven M. Cantor	0.30	Correspond with Company re tax issues.
04/14/23	Katherine Karnosh	0.20	Telephone conference with S. Cantor, A. Sexton, Company, Deloitte re tax diligence requests.
04/14/23	Anthony Vincenzo Sexton, P.C.	0.40	Telephone conference with Company and Deloitte re status of tax analysis.
04/19/23	Katherine Karnosh	0.10	Telephone conference with R. Jacobson, A. Sexton, S. Toth, S. Cantor re tax issues re wallet motion, exclusivity, timeline.
04/19/23	Anthony Vincenzo Sexton, P.C.	0.10	Review, analyze reportable transaction issue.
04/21/23	Steven M. Cantor	0.30	Telephone conference with Company and Deloitte re tax issues.
04/21/23	Katherine Karnosh	0.20	Telephone conference with A. Sexton, S. Cantor, Company, J. Gardyn re diligence progress, return preparation progress.
04/21/23	Anthony Vincenzo Sexton, P.C.	0.30	Telephone conference with Company and Deloitte re status of tax analysis.
04/27/23	Steven M. Cantor	0.30	Analyze plan re tax issues.
04/27/23	Anthony Vincenzo Sexton, P.C.	0.30	Analyze plan re tax issues.
04/28/23	Steven M. Cantor	0.30	Telephone conference with A. Sexton, Deloitte team re income tax status.
04/28/23	Katherine Karnosh	0.30	Telephone conference with A. Sexton, S. Cantor, Deloitte team re tax reporting and diligence progression.
04/28/23	Anthony Vincenzo Sexton, P.C.	0.30	Telephone conference with K. Karnosh, Company and Deloitte re status of tax analysis.
Total		4.60	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079952
Client Matter: 54119-23

In the Matter of Non-Working Travel

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 32,760.00

Total legal services rendered

\$ 32,760.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard U. S. Howell, P.C.	7.10	1,620.00	11,502.00
Casey McGushin	2.30	1,415.00	3,254.50
Alexandra Schrader	3.40	985.00	3,349.00
Michael B. Slade	7.90	1,855.00	14,654.50
TOTALS	20.70		\$ 32,760.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/02/23	Michael B. Slade	1.20	Travel from Chicago, IL to New York, NY for meetings and deposition (billed at half time).
04/05/23	Michael B. Slade	1.50	Travel from New York, NY to Chicago, IL following meetings and deposition (billed at half time).
04/09/23	Michael B. Slade	1.20	Travel from Chicago, IL to New York, NY for meetings and depositions (billed at half time).
04/10/23	Alexandra Schrader	1.60	Travel from Chicago, IL to New York, NY re deposition (billed at half time).
04/12/23	Richard U. S. Howell, P.C.	1.50	Travel from Chicago, IL to New York, NY for depositions and deposition preparation (billed at half time).
04/13/23	Richard U. S. Howell, P.C.	1.40	Travel from New York, NY to Chicago, IL following deposition preparation (billed at half time).
04/14/23	Alexandra Schrader	1.80	Travel from New York, NY to Chicago, IL re return from deposition (billed at half time).
04/14/23	Michael B. Slade	1.20	Travel from New York, NY to Chicago, IL following meetings and depositions (billed at half time).
04/16/23	Casey McGushin	1.30	Travel from Chicago, IL to New York, NY for meeting with S. Vogel and exclusivity hearing (billed at half time).
04/17/23	Richard U. S. Howell, P.C.	1.50	Travel from Chicago, IL to New York, NY for conference re independent investigation (billed at half time).
04/18/23	Richard U. S. Howell, P.C.	1.40	Travel from New York, NY to Chicago, IL following investigation meetings (billed at half time).
04/20/23	Casey McGushin	1.00	Travel from New York, NY to Nashville, TN following meetings and exclusivity hearing (billed at half time).
04/24/23	Michael B. Slade	1.60	Travel from New York, NY to Philadelphia, PA for deposition (1.0) (billed at half time); travel from Philadelphia, PA to New York, NY for meetings and deposition (.6) (billed at half time).

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079952

BlockFi Inc.

Matter Number:

54119-23

Non-Working Travel

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/26/23	Richard U. S. Howell, P.C.	1.30	Travel from New York, NY to Chicago, IL following deposition (billed at half time).
04/26/23	Michael B. Slade	1.20	Travel from New York, NY to Chicago, IL following meetings and deposition (billed at half time).
Total		20.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079953

Client Matter: 54119-24

In the Matter of U.S. Trustee Communications & Reporting

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 3,647.50

Total legal services rendered

\$ 3,647.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	1.60	1,155.00	1,848.00
Sarah R. Margolis	0.60	995.00	597.00
Christine A. Okike, P.C.	0.30	1,850.00	555.00
Francis Petrie	0.50	1,295.00	647.50
TOTALS	3.00		\$ 3,647.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/05/23	Christine A. Okike, P.C.	0.30	Telephone conference with U.S. Trustee and S. Golden re fee examiner.
04/05/23	Francis Petrie	0.50	Telephone conference with S. Golden, K&E team re authorized depository (.3); draft correspondence to C. Okike re same (.2).
04/20/23	Sarah R. Margolis	0.50	Correspond with BRG team re monthly operating reports (.2); review, analyze same (.2); correspond with R. Jacobson re same (.1).
04/21/23	Rob Jacobson	1.60	Review, comment on monthly operating reports (1.5); correspond with S. Margolis re same (.1).
04/21/23	Sarah R. Margolis	0.10	Correspond with R. Jacobson, BRG re monthly operating reports.
Total		3.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079954

Client Matter: 54119-25

In the Matter of Regulatory

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 164,259.50

Total legal services rendered

\$ 164,259.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	20.10	1,605.00	32,260.50
Kelsey Bleiweiss	19.80	1,245.00	24,651.00
Megan Buenviaje	23.30	475.00	11,067.50
Esther Estella Garcia	18.90	645.00	12,190.50
Meghan E. Guzaitis	4.70	550.00	2,585.00
Ricardo Guzman	10.00	475.00	4,750.00
Allison F. Murphy	6.40	1,310.00	8,384.00
Brian Nakhaimousa	0.70	995.00	696.50
Christine A. Okike, P.C.	5.80	1,850.00	10,730.00
Alex D. Pappas	7.70	985.00	7,584.50
Isabella J. Parette	2.90	735.00	2,131.50
Francis Petrie	1.90	1,295.00	2,460.50
William Phalen	1.20	1,245.00	1,494.00
Alexandria Ray	2.70	715.00	1,930.50
Laura K. Riff	28.80	1,405.00	40,464.00
Michael B. Slade	0.30	1,855.00	556.50
Steve Toth	0.20	1,615.00	323.00
TOTALS	155.40		\$ 164,259.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/03/23	Bob Allen, P.C.	1.20	Conference with L. Riff re productions re CFTC subpoena (1.0); analyze subpoena re same (.2).
04/03/23	Esther Estella Garcia	2.50	Correspond with L. Riff, C. Costello re production status (.7); prepare search query logic (.8); correspond with L. Riff re same (.2); draft production logic (.5); correspond with L. Riff, C. Costello re privilege screen (.3).
04/03/23	Laura K. Riff	2.60	Manage document review protocol, strategy re UCC diligence requests.
04/04/23	Bob Allen, P.C.	0.40	Prepare re conference with Company re regulatory investigations (.2); conference with Company re same (.2).
04/04/23	Megan Buenviaje	2.20	Review workflow parameters and searches re contested matter materials (1.2); correspond with L. Riff and K&E team re workflow status (.7); prepare documents re vendor processing (.3).
04/04/23	Esther Estella Garcia	1.00	Conference with L. Riff, re production status (.2); prepare search query logic (.2); correspond with L. Riff re same (.2); prepare production logic (.2); correspond with L. Riff and C. Costello re privilege screen (.2).
04/04/23	Alex D. Pappas	0.10	Correspond with L. Riff re California subpoena.
04/04/23	Francis Petrie	0.30	Correspond with Company, K&E team re regulatory statute.
04/04/23	Laura K. Riff	1.50	Review documents re production to regulators.
04/05/23	Bob Allen, P.C.	0.30	Review correspondence re regulatory matters (.1); review correspondences with C. Okike re same (.2).
04/05/23	Esther Estella Garcia	2.50	Correspond with L. Riff, C. Costello re document production status (.2); prepare search query logic (.5); correspond with L. Riff re search results re same (.3); prepare production logic (1.3); correspond with L. Riff, Chris Costello re privilege screen (.2).
04/05/23	Meghan E. Guzaitis	0.80	Prepare case documents for expert review.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/06/23	Bob Allen, P.C.	1.80	Correspond with J. Wheaton, K&E team re regulatory issues, considerations (.3); review and analyze state regulatory production documents (1.2); correspond with A. Pappas, K&E team re same (.3).
04/06/23	Esther Estella Garcia	1.80	Correspond with L. Riff and C. Costello re production status (.3); prepare search query logic (.5); correspond with L. Riff re same (.2); prepare production logic (.4); correspond with L. Riff and C. Costello re privilege screen (.4).
04/06/23	Meghan E. Guzaitis	0.50	Prepare pleadings re deposition preparation.
04/06/23	Brian Nakhaimousa	0.70	Review, revise summary re chapter 11 cases re CTFC (.6); correspond with I. Paretti re same (.1).
04/06/23	Alex D. Pappas	0.50	Analyze document production re regulatory issues.
04/06/23	Isabella J. Paretti	2.90	Draft summary re CFTC subpoena (2.6); correspond with M. Reiney, K&E team re same (.3).
04/06/23	Laura K. Riff	3.30	Manage review of documents for productions to regulators.
04/07/23	Megan Buenviaje	0.90	Analyze document production re regulatory considerations (.7); correspond with Deloitte re production updates (.2).
04/07/23	Megan Buenviaje	1.40	Review workflow parameters and searches (.8); review, revise documentation and tracking logs re same (.6).
04/07/23	Esther Estella Garcia	1.00	Correspond with L. Riff and C. Costello re production and quality control (.2); prepare search query logic (.2); correspond with L. Riff re same (.2); prepare production logic (.2); correspond with L. Riff and C. Costello re privilege screen re same (.2).
04/08/23	Laura K. Riff	0.70	Telephone conference with C. McGushin, K&E team re outstanding litigation workstreams, strategy and next steps.
04/09/23	Bob Allen, P.C.	0.30	Review and analyze letter from U.S. Senate re Silvergate Bank (.2); correspond with Company re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/10/23	Bob Allen, P.C.	1.00	Telephone conference with Company re congressional requests (.2); correspond with R. Brown and B. Cohen re the same (.3); conference with R. Brown and A. Murphy re same (.3); review draft response to letter from B. Cohen (.1); correspond with A. Murphy re same (.1).
04/10/23	Megan Buenviaje	0.70	Analyze final production set (.4); review, revise tracker re document production (.1); correspond with L. Riff re same (.2).
04/10/23	Megan Buenviaje	3.20	Review workflow parameters and searches (.9); conference with L. Riff, K&E team re workflow status (.7); review, revise documentation and tracking logs re same (.8); prepare witness searches for attorney review (.8).
04/10/23	Esther Estella Garcia	1.50	Correspond with L. Riff and C. Costello re production and quality control (.5); prepare search query logic (.3); correspond with L. Riff re search results re same (.2); prepare production logic (.3); correspond with L. Riff and C. Costello re privilege screen re same (.2).
04/10/23	Esther Estella Garcia	0.50	Prepare search query logic (.3); correspond with L. Riff re search results (.2).
04/10/23	Allison F. Murphy	2.20	Analyze letter from Senator E. Warren and Representative A. Ocasio-Cortez (.9); telephone conference with R. Brown and B. Allen re response re same (.3); draft letter response (1.0).
04/10/23	Laura K. Riff	1.80	Review production of documents to regulators.
04/11/23	Bob Allen, P.C.	0.60	Prepare for conference with Company re regulatory updates (.2); conference with Company re same (.4).
04/11/23	Megan Buenviaje	1.40	Review workflow parameters and searches re regulatory issues (.7); correspond with L. Riff, K&E team re workflow status re same (.3); update process documentation and tracking logs re same (.4).
04/11/23	Allison F. Murphy	2.50	Conference with Company re response to Senator E. Warren's letter (.5); review, revise response re same (1.5); conference with C. Okike re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/11/23	Laura K. Riff	1.50	Review documents for production to regulators (1.0); review, analyze documents re same (.5).
04/12/23	Bob Allen, P.C.	1.40	Review, revise response letter re regulators (.2); draft CFTC talking points (.2); correspond with L. Riff, K&E team re same (1.0).
04/12/23	Allison F. Murphy	1.00	Revise response to Senator E. Warren (.4); conference with R. Brown re strategy re same (.2); correspond with Company re strategy re same (.4).
04/13/23	Bob Allen, P.C.	0.60	Conference with L. Riff re CFTC subpoena.
04/13/23	Ricardo Guzman	0.50	Correspond with L. Riff re document selection.
04/13/23	Allison F. Murphy	0.30	Conference with Company re response to Senator E. Warren (.2); review same (.1).
04/13/23	Christine A. Okike, P.C.	0.20	Telephone conference with SEC re regulatory issues.
04/13/23	Alex D. Pappas	0.40	Conference with SEC re regulatory issues (.1); review memorandum re same (.3).
04/13/23	Laura K. Riff	2.50	Telephone conference with B. Allen re CFTC subpoena (.5); review and analyze materials re same (1.5); review productions of documents to federal regulators re same (.5).
04/14/23	Ricardo Guzman	0.50	Analyze document selection for attorney review and reporting (.3); correspond with M. Guzaitis re project planning (.2).
04/14/23	Christine A. Okike, P.C.	1.90	Analyze regulatory issues re third party sale (1.0); draft correspondence to SEC re same (.7); correspond with Brown Rudnick re same (.2).
04/15/23	Ricardo Guzman	1.50	Analyze document selection for attorney review (1.2); correspond with M. Guzaitis re document review project updates (.3).
04/16/23	Ricardo Guzman	0.50	Analyze document selection for attorney review and trial planning (.3); correspond with M. Guzaitis re document review project updates (.2).
04/17/23	Bob Allen, P.C.	1.40	Telephone conference with SEC re confidential bid disclosures and related issues (.4); revise talking points re CFTC update (.5); correspond with J. Wheaton re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/17/23	Megan Buenviaje	1.70	Review workflow parameters and searches re regulatory issues (.7); confer with L. Riff, K&E team re workflow status re same (.2); revise process documentation and tracking logs re same (.8).
04/17/23	Christine A. Okike, P.C.	1.70	Telephone conference with SEC, B. Allen and K&E team re regulatory matters (.5); telephone conference with B. Tichenor re same (.2); analyze regulatory issues (1.0).
04/17/23	Alex D. Pappas	0.40	Conference with SEC, B. Allen, and C. Okike re regulatory matters.
04/17/23	William Phalen	1.20	Telephone conference with potential bidder re CFIUS assessment.
04/17/23	Steve Toth	0.20	Telephone conference with bidder counsel, W. Phelan K&E team re CFIUS.
04/18/23	Bob Allen, P.C.	0.40	Telephone conference with Company re regulatory developments.
04/18/23	Kelsey Bleiweiss	0.20	Conference with L. Riff re production status.
04/18/23	Kelsey Bleiweiss	0.20	Conference with Deloitte team re document production issues.
04/18/23	Kelsey Bleiweiss	0.20	Analyze materials re regulatory considerations.
04/18/23	Megan Buenviaje	1.90	Review workflow parameters and searches re regulatory issues (.4); prepare workflow summaries re same (.9); revise process documentation and tracking logs re same (.6).
04/18/23	Megan Buenviaje	1.30	Analyze discovery considerations (.3); conference with L. Riff, K&E team re workflow status (.6); review, revise documentation and tracking logs re discovery (.4).
04/18/23	Esther Estella Garcia	2.20	Correspond with L. Riff, C. Costello re quality control re document production (.4); prepare search query logic (.8); correspond with L. Riff re search results re regulatory issues (.2); prepare production logic re same (.6); correspond with L. Riff and C. Costello re privilege screen (.2).
04/18/23	Meghan E. Guzaitis	0.70	Prepare exhibits re deposition preparation.
04/18/23	Ricardo Guzman	0.20	Telephone conference with Deloitte re project updates and planning.
04/18/23	Christine A. Okike, P.C.	0.30	Review SEC correspondence re chapter 11 plan.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/18/23	Alex D. Pappas	0.10	Correspond with L. Riff re regulatory matters.
04/18/23	Laura K. Riff	3.50	Manage review and production of documents to regulators (1.5); correspond with K. Bleiweiss re same (.5); telephone conferences with B. Allen re same (.5); telephone conference with B. Allen and Z. Prince re same (.4); review and analyze documents for same (.6).
04/19/23	Bob Allen, P.C.	2.20	Conference with Company and L. Riff re productions to government (.2); prepare for conference with J. Wheaton at CFTC re same (.3); review, talking points and subpoena (.4); conference with J. Wheaton at CFTC re same (1.0); correspond with Company and K&E team re same (.3).
04/19/23	Kelsey Bleiweiss	0.70	Review documents re production information.
04/19/23	Kelsey Bleiweiss	0.90	Telephone conference with L. Riff re regulatory matters.
04/19/23	Kelsey Bleiweiss	0.30	Telephone conference with M. Six and L. Riff re privilege document review.
04/19/23	Megan Buenviaje	2.30	Review workflow parameters and searches (.8); prepare workflow summaries (.7); correspond with L. Riff and K&E team re review strategy (.4); update process documentation and tracking logs (.4).
04/19/23	Esther Estella Garcia	2.30	Prepare production logic (.5); correspond with L. Riff and C. Costello re privilege screen (.5); review and analyze production searches re quality control (.8); revise coding and redactions re document production re same (.5).
04/19/23	Christine A. Okike, P.C.	1.20	Analyze SEC questions and considerations.
04/19/23	Alex D. Pappas	1.00	Conference with J. Wheaton re regulatory related document requests.
04/19/23	Alex D. Pappas	1.70	Review and analyze documents re regulatory matters and privilege considerations.
04/19/23	Francis Petrie	1.60	Telephone conference with B. Allen, CFTC re BlockFi regulatory process (1.0); draft correspondence re same (.6).
04/19/23	Alexandria Ray	2.70	Review and tag case documents for privilege.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/19/23	Laura K. Riff	4.00	Telephone conference with B. Allen, A. Pappas, and J. Wheaton re subpoena (1.0); manage review and production of documents in response to subpoenas (3.0).
04/20/23	Bob Allen, P.C.	1.70	Conference with K. Bleiweiss re transition of regulatory work (.2); conference with J. Wheaton re CFTC investigation (.2); conference with Company re same (.6); review and analyze Committee solvency presentation, related l materials re CFTC inquiry (.7).
04/20/23	Kelsey Bleiweiss	0.20	Telephone conference with R. Allen, L. Riff and A. Pappas re production status.
04/20/23	Kelsey Bleiweiss	1.30	Review regulatory documents materials.
04/20/23	Esther Estella Garcia	2.80	Correspond with L. Riff, C. Costello re regulatory matters.
04/20/23	Alex D. Pappas	0.20	Conference with B. Allen and L. Riff re regulatory issues, updates.
04/20/23	Laura K. Riff	3.90	Review productions of documents to federal regulators.
04/20/23	Michael B. Slade	0.30	Analyze regulator requests re document production.
04/21/23	Bob Allen, P.C.	0.80	Correspond with Delaware regulators re tax request (.1); analyze materials re CFTC presentation (.3); conference with K&E team re same (.4).
04/21/23	Kelsey Bleiweiss	1.50	Review documents re regulatory considerations.
04/21/23	Megan Buenviaje	0.70	Review workflow parameters and searches (.3); conference with L. Riff, K&E team re workflow status (.4).
04/21/23	Megan Buenviaje	0.70	Review workflow parameters and searches (.4); telephone conference with L. Riff, K&E team re workflow status (.3).
04/21/23	Ricardo Guzman	1.00	Analyze document selection for production and quality control process (.5); correspond with Deloitte re document production process (.3); correspond with C. Costello re project updates (.2).
04/21/23	Laura K. Riff	3.50	Review productions of documents to federal regulators (3.0); correspond with K. Bleiweiss, M. Buenviaje, R. Guzman and E. Garcia re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/22/23	Meghan E. Guzaitis	0.80	Review Deloitte production documents re regulatory considerations.
04/22/23	Meghan E. Guzaitis	1.20	Prepare documents re deposition preparation.
04/23/23	Megan Buenviaje	0.30	Correspond with M. Guzaitis re document production.
04/23/23	Meghan E. Guzaitis	0.70	Prepare Deloitte production documents re regulatory considerations.
04/24/23	Bob Allen, P.C.	2.60	Conference with T. Schauer and SEC re bid concerns (.3); correspond with K. Bleiweiss re device collections in connection with CFTC request (.2); review disclosure statement re regulatory issues, considerations (2.1).
04/24/23	Kelsey Bleiweiss	1.70	Analyze document production issues (1.5); correspondence re same (.2).
04/24/23	Kelsey Bleiweiss	0.30	Conference with B. Allen, K&E team re document production status.
04/24/23	Megan Buenviaje	1.80	Review workflow parameters and searches re document review (.8); conference with L. Riff, K&E team re workflow status (.6); update process documentation and tracking logs (.4).
04/24/23	Esther Estella Garcia	0.50	Prepare production quality control search re privilege screen.
04/24/23	Ricardo Guzman	3.00	Analyze document selection re production, attorney review, workflow updates and reporting (2.3); correspond with Deloitte re collection process (.2); correspond with K. Bleiweiss re project planning (.5).
04/24/23	Ricardo Guzman	0.30	Telephone conference with C. Costello, K&E team re document review, production updates, strategy.
04/24/23	Allison F. Murphy	0.40	Coordinate transmission of response letter to U.S. Senator E. Warren.
04/24/23	Christine A. Okike, P.C.	0.50	Conference with SEC, B. Allen, K&E team re regulatory issues.
04/24/23	Alex D. Pappas	1.10	Research re CFTC regulatory inquiries.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/25/23	Bob Allen, P.C.	2.60	Conference with J. Wheaton and A. Pappas re document requests (.3); correspond with A. Pappas re CFTC (.2); conference with Company re CFTC strategy (.5); telephone conference with Company re regulatory investigations (.5); conference with M. Slade re CFTC requests (.2); analyze documents re CFTC requests (.9).
04/25/23	Kelsey Bleiweiss	0.10	Conference with Deliotte re document production matters.
04/25/23	Kelsey Bleiweiss	0.40	Conference with Company re regulatory issues and updates.
04/25/23	Kelsey Bleiweiss	0.70	Review documents re production re CFTC subpoena.
04/25/23	Kelsey Bleiweiss	2.00	Analyze outstanding document production matters (1.7); correspond with L. Riff re same (.3).
04/25/23	Kelsey Bleiweiss	0.30	Review documents from Deloitte re subpoena.
04/25/23	Alex D. Pappas	0.20	Conference with J. Wheaton (CFTC) re information requests.
04/25/23	Alex D. Pappas	0.30	Conference with B. Allen re CFTC presentation.
04/26/23	Bob Allen, P.C.	0.30	Review, revise disclosure statement re regulatory issues (.1); correspond with M. Nonanka re same (.1); conference with K. Bleiweiss re productions (.1).
04/26/23	Kelsey Bleiweiss	0.50	Analyze document production issues in response to CFTC subpoena.
04/26/23	Kelsey Bleiweiss	0.80	Review documents for production re quality control, privilege issues.
04/26/23	Kelsey Bleiweiss	0.20	Analyze documents re potential privilege issues.
04/26/23	Megan Buenviaje	1.60	Review workflow parameters and searches (.8); conference with K. Bleiweiss, K&E team re same (.4); revise process documentation and tracking logs (.4).
04/26/23	Esther Estella Garcia	0.30	Prepare investigatory request re production analysis.
04/26/23	Alex D. Pappas	1.10	Review and analyze documents re investigation matters.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/27/23	Bob Allen, P.C.	0.30	Conference with Company re regulatory strategy.
04/27/23	Kelsey Bleiweiss	1.80	Review documents for production re quality control.
04/27/23	Megan Buenviaje	0.40	Review workflow parameters and searches.
04/27/23	Alex D. Pappas	0.60	Review and analyze documents re investigation matters.
04/28/23	Bob Allen, P.C.	0.20	Conference with K. Bleiweiss re document preservation (.1); correspond with California and State regulators (.1).
04/28/23	Kelsey Bleiweiss	2.70	Analyze considerations re document collection.
04/28/23	Kelsey Bleiweiss	2.30	Review documents for production re response to subpoena.
04/28/23	Megan Buenviaje	0.80	Prepare documents for production (.4); conference with R. Guzman re production specifications (.4).
04/28/23	Ricardo Guzman	2.20	Analyze document selection re production, quality control process and reporting (1.5); correspond with Deloitte re production process (.2); correspond with case team re document production (.5).
04/29/23	Kelsey Bleiweiss	0.50	Review documents re quality control re production.
04/29/23	Ricardo Guzman	0.30	Correspond with K. Bleiweiss and Deloitte re production updates and quality control process.
Total		155.40	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079955

Client Matter: 54119-26

In the Matter of Investigation Matters

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 461,445.00

Total legal services rendered

\$ 461,445.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Kelsey Bleiweiss	0.40	1,245.00	498.00
Cade C. Boland	14.60	985.00	14,381.00
Megan Buenviaje	1.10	475.00	522.50
Zac Ciullo	7.90	1,310.00	10,349.00
Meghan E. Guzaitis	2.70	550.00	1,485.00
Ricardo Guzman	0.70	475.00	332.50
Shayne Henry	7.90	1,310.00	10,349.00
Richard U. S. Howell, P.C.	26.20	1,620.00	42,444.00
Ashton LeBourgeois	2.20	485.00	1,067.00
Casey McGushin	85.70	1,415.00	121,265.50
Allison F. Murphy	0.30	1,310.00	393.00
Laura K. Riff	15.80	1,405.00	22,199.00
Alexandra Schrader	9.20	985.00	9,062.00
Michael B. Slade	115.30	1,855.00	213,881.50
Josh Sussberg, P.C.	2.30	2,045.00	4,703.50
Katie J. Welch	7.50	1,135.00	8,512.50
TOTALS	299.80		\$ 461,445.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/01/23	Shayne Henry	4.50	Review confidential documents re investigation (3.9); correspond with C. McGushin, K&E team re same (.6).
04/01/23	Casey McGushin	1.70	Review and analyze documents re risk policies re investigation report.
04/02/23	Michael B. Slade	0.90	Prepare materials for preparation sessions re investigation report.
04/03/23	Michael B. Slade	4.30	Conferences with witnesses, K&E team, Haynes and Boone re preparation for deposition (2.9); review materials re same (1.4).
04/04/23	Casey McGushin	4.20	Review and analyze witness deposition re investigation considerations (1.2); review and revise draft investigation insert (.6); review and analyze documents re investigation report (.9); prepare for conference re investigation (.5); conference with S. Vogel regarding investigation (1.0).
04/04/23	Michael B. Slade	9.70	Prepare for deposition re investigation matters.
04/05/23	Shayne Henry	0.30	Correspond with C. McGushin re review of deposition transcripts.
04/05/23	Richard U. S. Howell, P.C.	1.00	Correspond with M. Slade, C. McGushin, K&E litigation team re investigation.
04/05/23	Casey McGushin	3.80	Conference with Company re investigation matters (1.1); review and analyze deposition transactions re investigation matters (2.2); conference with Company regarding documents for investigation (.5).
04/05/23	Laura K. Riff	1.50	Manage document review protocol, strategy re depositions, experts and productions.
04/05/23	Michael B. Slade	4.60	Review documents re diligence requests re investigation (2.2); review materials re independent director review (2.4).
04/06/23	Megan Buenviaje	1.10	Prepare files re deposition (.6); review workflow parameters and searches (.2); review, revise documentation and tracking logs re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/06/23	Shayne Henry	2.20	Analyze witness deposition transcript (2.0); correspond with C. McGushin, K&E team re same (.2).
04/06/23	Casey McGushin	4.80	Conference with S. Vogel re investigation (1.0); prepare for conference with S. Vogel re investigation (.6); review and analyze deposition transcripts re investigation (1.4); draft investigation report (1.8).
04/06/23	Michael B. Slade	6.30	Conference with witness and co-counsel re deposition preparation re investigation matters (2.5); conference with second witness and co-counsel re deposition preparation re investigation matters (2.4); review documents re investigation (1.4).
04/07/23	Cade C. Boland	2.60	Analyze confidential documents re investigation (1.6); draft factual modules re same (1.0).
04/07/23	Casey McGushin	4.40	Correspond with S. Henry, K&E team re work in process re investigation matters (.6); conference with consultant re investigation (.8); draft investigation report (1.1); revise same (1.0); review and analyze deposition transcripts re investigation (.9).
04/07/23	Michael B. Slade	4.10	Meeting with witness and co-counsel re deposition preparations (2.5); review documents re investigation (1.6).
04/08/23	Shayne Henry	0.90	Conference with M. Slade re deposition preparations and solvency analysis.
04/08/23	Casey McGushin	2.90	Draft investigation report related to certain significant transactions (2.1); revise same (.8).
04/08/23	Michael B. Slade	2.10	Conference with S. Henry, K&E team re investigation update (.5); review documents re investigation (1.6).
04/09/23	Michael B. Slade	1.40	Review confidential documents re investigation.
04/10/23	Cade C. Boland	0.20	Review witness materials re deposition preparation re investigation matters.
04/10/23	Ashton LeBourgeois	1.00	Confidential research re investigation matters.
04/10/23	Casey McGushin	7.20	Conference with Company re investigation matters (.4); draft report re investigation (3.5); revise same (1.0); research re legal issues re investigation report (2.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/10/23	Michael B. Slade	6.70	Conference with witness re deposition preparation re investigation matters (2.5); meeting with second witness to prepare for deposition re same (2.6); review documents re witness meetings re same (1.6).
04/11/23	Zac Ciullo	2.10	Analyze supporting pleadings re Special Committee Report.
04/11/23	Richard U. S. Howell, P.C.	1.10	Correspond with working group re independent director investigation (.3); review materials re independent director investigation (.8).
04/11/23	Ashton LeBourgeois	1.20	Research court filings re investigation.
04/11/23	Casey McGushin	5.90	Draft investigation report (2.8); revise report re same (3.1).
04/11/23	Michael B. Slade	10.40	Prepare for deposition re investigation issues (3.9); defend deposition re same (3.9); conference with witness re deposition preparation (2.6).
04/12/23	Zac Ciullo	1.30	Draft Special Committee report.
04/12/23	Richard U. S. Howell, P.C.	2.10	Telephone conferences with C. McGushin, K&E team re strategy re investigation (1.3); review materials re same (.5); prepare correspondence re open diligence items for independent director investigation (.3).
04/12/23	Casey McGushin	4.40	Prepare for conference with consulting expert re investigation (.5); conference with consulting expert re investigation (1.0); conference with S. Vogel re investigation process (1.0); prepare for conference with S. Vogel re investigation (.4); draft investigation report (.8); revise same (.4); conference with L. Thorne re investigation (.3).
04/12/23	Laura K. Riff	1.90	Manage document review protocol, strategy re document production, deposition preparations.
04/12/23	Michael B. Slade	9.10	Prepare for deposition re investigation matters (3.9); attend deposition re same (5.2).
04/13/23	Zac Ciullo	4.50	Draft report re Special Committee.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/13/23	Casey McGushin	6.90	Conference with solvency consulting expert regarding analysis (1.1); draft investigation report (3.7); research issues re to legal standards re claims analyzed in investigation report (1.8); coordinate information collection from Company re investigation (.3).
04/13/23	Michael B. Slade	4.70	Conference with witness, R. Howell, A. Schrader re deposition preparation (2.5); review documents re investigation diligence (2.2).
04/14/23	Richard U. S. Howell, P.C.	1.00	Review, analyze claims investigation materials.
04/14/23	Casey McGushin	3.30	Draft investigation report.
04/14/23	Allison F. Murphy	0.30	Review correspondence re investigation letter (.1); revise letter re investigation matters re same (.1); conference with R. Brown re same (.1).
04/14/23	Laura K. Riff	2.70	Manage document review protocol, strategy re document production, deposition preparation.
04/15/23	Meghan E. Guzaitis	1.10	Prepare case documents re deposition preparation.
04/15/23	Michael B. Slade	2.20	Review, revise declaration (1.9); correspond with S. Henry, K&E team re same (.3).
04/16/23	Meghan E. Guzaitis	1.10	Prepare case documents re deposition preparation.
04/16/23	Michael B. Slade	1.40	Review, revise declarations (1.1); correspond with K&E team re same (.3).
04/17/23	Richard U. S. Howell, P.C.	3.70	Review draft documents re investigation (1.3); review investigation materials re conference with S. Vogel (.8); review board minutes re conference with J. Hill (1.0); telephone conference with same re investigation (.6).
04/17/23	Casey McGushin	3.70	Review and analyze materials re investigation (1.4); prepare for conference with S. Vogel re investigation (1.2); research issues re legal standards re claims in investigation (1.1).
04/17/23	Laura K. Riff	1.20	Prepare deposition materials.
04/17/23	Alexandra Schrader	0.20	Conference with C. McGushin re draft investigation report (.1); correspond with same re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/17/23	Michael B. Slade	1.00	Analyze investigation report and related documents.
04/18/23	Richard U. S. Howell, P.C.	4.50	Telephone conference with S. Vogel re investigation.
04/18/23	Casey McGushin	5.70	Prepare for conference with S. Vogel re investigation (1.2); conference with S. Vogel re investigation (3.4); draft investigation report (1.1).
04/18/23	Michael B. Slade	4.80	Conference with S. Vogel, K&E team re investigation (3.9); correspond with S. Vogel, K&E team re follow up re same (.9).
04/19/23	Richard U. S. Howell, P.C.	2.20	Review board materials re depositions (1.1); correspond with C. McGushin re investigation (.6); telephone conference with same re same (.5).
04/19/23	Michael B. Slade	4.20	Telephone conference with G. Thornton re privilege considerations (.4); conference with counsel for witness re investigation matters (.8); review documents re same (.4); analyze investigation report (2.2); telephone conference with Company re open issues re same (.4).
04/19/23	Josh Sussberg, P.C.	0.30	Conference with C. Okike and M. Slade re investigation and next steps.
04/20/23	Richard U. S. Howell, P.C.	2.60	Telephone conferences with C. McGushin, S. Vogel, K&E team re investigation (2.2); prepare and review board materials re same (.4).
04/20/23	Casey McGushin	2.80	Conference with S. Vogel, K&E team, and consulting experts re investigation (1.6); draft investigation report (1.2).
04/20/23	Laura K. Riff	4.70	Review, prepare, finalize documents for production to UCC (3.9); analyze production process, issues and considerations re same (.8).
04/20/23	Michael B. Slade	6.00	Conference with C. McGushin, K&E team witness re deposition preparation re investigation matters (1.2); review documents re same (.6); telephone conference with witnesses re investigation matters (.8); review, revise investigation report (3.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/21/23	Cade C. Boland	2.10	Conference with M. Slade, K&E team re investigation (.6); draft report re special investigation (1.5).
04/21/23	Richard U. S. Howell, P.C.	2.00	Telephone conferences with C. McGushin and K&E team re investigation (1.3); review investigation materials re same (.7).
04/21/23	Casey McGushin	4.30	Conference with M. Slade, K&E team re investigation (.5); conference with S. Vogel and R. Howell re investigation (.3); conference with consulting expert re investigation (.4); draft report re investigation (1.0); revise same (.9); review and analyze deposition transcripts re report re same (1.2).
04/21/23	Laura K. Riff	3.80	Review, analyze UCC diligence requests (.5); prepare same for production (3.0); correspond with K. Bleiweiss, M. Buenviaje and R. Guzman re same (.3).
04/21/23	Alexandra Schrader	0.40	Review, analyze draft investigation report.
04/21/23	Michael B. Slade	2.30	Telephone conference with K. Welch, K&E team re investigation report (.5); telephone conference with counsel for witness re investigation matters (.2); review materials re deposition preparation re same (1.6).
04/21/23	Josh Sussberg, P.C.	0.10	Correspond with Brown Rudnick re investigation.
04/21/23	Katie J. Welch	0.60	Conference with M. Slade and K&E team re investigation memorandum.
04/22/23	Cade C. Boland	3.00	Draft report re special investigation.
04/22/23	Michael B. Slade	1.80	Review documents re deposition preparation re investigation matters deposition (1.6); telephone conference with Company re same (.2).
04/23/23	Cade C. Boland	2.50	Draft report re special committee investigation.
04/23/23	Casey McGushin	2.40	Draft report re investigation (1.9); revise same (.5).
04/23/23	Alexandra Schrader	5.20	Review and revise draft investigation report.
04/23/23	Katie J. Welch	2.00	Revise memorandum re special committee investigation.
04/24/23	Cade C. Boland	0.40	Draft report re special committee investigation.
04/24/23	Meghan E. Guzaitis	0.50	Prepare documents re deposition preparation.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/24/23	Ricardo Guzman	0.50	Analyze document selection re investigation matters (.3); correspond with M. Slade, K&E team re work in process re same (.2).
04/24/23	Casey McGushin	3.60	Draft investigation report (3.0); revise same (.6).
04/24/23	Alexandra Schrader	0.90	Review draft investigation report (.3); analyze considerations re same (.6).
04/24/23	Michael B. Slade	6.10	Prepare for deposition re investigation matters (1.0); defend deposition re same (3.5); review report re investigation (1.6).
04/24/23	Katie J. Welch	2.80	Review witness deposition transcript re investigation memorandum.
04/25/23	Cade C. Boland	0.20	Draft notes re special committee investigation report.
04/25/23	Ricardo Guzman	0.20	Telephone conference with Deloitte and K&E team re project updates and planning.
04/25/23	Richard U. S. Howell, P.C.	1.30	Review, analyze claims investigation materials (.5); telephone conferences with C. McGushin, K&E team re same (.8).
04/25/23	Casey McGushin	1.90	Rereview, analyze considerations re investigation (.8); review and revise draft investigation report re investigation matters (1.1).
04/25/23	Michael B. Slade	5.10	Conference with witness re deposition preparation (2.2); correspond with witness re same (1.0); review documents re investigation (1.9).
04/26/23	Richard U. S. Howell, P.C.	0.50	Correspond with M. Slade and C. McGushin re UCC investigation and related issues.
04/26/23	Richard U. S. Howell, P.C.	0.60	Telephone conference with M. Slade, C. McGushin re investigation issues.
04/26/23	Casey McGushin	1.50	Conference with consulting expert and company re investigation issues (1.0); draft report reinvestigation re same (.5).
04/26/23	Michael B. Slade	6.40	Prepare for deposition re investigation matters (1.2); defend deposition re same (3.6); conference with Company re same (.4); review report re Special Committee (1.2).
04/27/23	Cade C. Boland	0.50	Review materials re special committee investigation report.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/27/23	Richard U. S. Howell, P.C.	2.30	Review, analyze investigation materials (.5); review special UCC investigation findings (1.2); correspond with C. McGushin re same (.6).
04/27/23	Casey McGushin	1.00	Review and analyze materials re potential claims identified by UCC (.8); conference with R. Howell re same (.2).
04/27/23	Michael B. Slade	2.80	Review report re investigation.
04/27/23	Josh Sussberg, P.C.	1.90	Conference with Brown Rudnick re investigation (1.1); conference with M. Slade, R. Kanowitz and C. Okike re same (.7); conference with Company re same (.1).
04/28/23	Richard U. S. Howell, P.C.	1.30	Review, revise draft documents re investigation (1.1); correspond with C. McGushin re same (.2).
04/28/23	Casey McGushin	2.30	Conference with E. Blair Chube re investigation (.9); draft report re investigation (1.0); revise report re same (.4).
04/28/23	Alexandra Schrader	0.30	Review draft investigation report.
04/28/23	Michael B. Slade	4.10	Conference with S. Henry, K&E team re daily updates (.4); review, revise investigation report (2.7); telephone conference with potential witness re fact gathering (1.0).
04/28/23	Katie J. Welch	0.60	Review, revise memorandum re investigation.
04/29/23	Kelsey Bleiweiss	0.40	Conference with R. Guzman, K&E team re case work in process.
04/29/23	Cade C. Boland	3.10	Conference with C. McGushin, K&E team re investigation matters (.4); revise special investigation report (2.7).
04/29/23	Casey McGushin	3.30	Conference with M. Slade and K&E team re investigation (.5); draft and revise investigation report (2.0); research matters re same (.8).
04/29/23	Alexandra Schrader	0.20	Review draft investigation report.
04/29/23	Alexandra Schrader	0.50	Conference with C. McGushin, K&E team re case status, next steps.
04/29/23	Michael B. Slade	0.40	Conference with C. McGushin, K&E team re investigation report.
04/29/23	Katie J. Welch	1.10	Review and revise memorandum re investigation.
04/29/23	Katie J. Welch	0.40	Conference with M. Slade and K&E team re investigation memorandum.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/30/23	Casey McGushin	3.70	Draft report re investigation (1.5); revise report re same (2.2).
04/30/23	Alexandra Schrader	1.50	Review and revise draft investigation report.
04/30/23	Michael B. Slade	2.40	Draft report re investigation (2.0); revise report re same (.4).
Total		299.80	

Document Page 151 of 188
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079956

Client Matter: 54119-27

In the Matter of Expenses

For expenses incurred through April 30, 2023
(see attached Description of Expenses for detail)

\$ 514,547.23

Total expenses incurred

\$ 514,547.23

Description of Expenses

<u>Description</u>	<u>Amount</u>
Third Party Telephone Charges	48.00
Standard Copies or Prints	820.80
Color Copies or Prints	5,091.50
Outside Messenger Services	301.33
Local Transportation	340.97
Travel Expense	15,000.00
Airfare	3,659.50
Transportation to/from airport	3,710.53
Travel Meals	1,419.73
Court Reporter Fee/Deposition	14,370.39
Professional Fees	461,731.39
Catering Expenses	96.00
Computer Database Research	1,229.00
Westlaw Research	4,136.81
LexisNexis Research	1,804.03
Overtime Transportation	118.19
Overtime Meals - Attorney	498.59
Overnight Delivery - Hard	64.07
Computer Database Research - Soft	106.40
Total	\$ 514,547.23

Description of Expenses

Third Party Telephone Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/13/23	Michael B. Slade - Michael B. Slade, in flight wifi, Travel to New York NY for Company depositions and meetings from March 13, 2023 through March 17, 2023. 03/13/2023	8.00
03/17/23	Michael B. Slade - Michael B. Slade, in flight wifi, Travel to New York, NY for Company depositions and meetings from March 13, 2023 through March 17, 2023. 03/17/2023	8.00
03/20/23	Casey McGushin - Casey McGushin, in flight wifi, deposition preparation and attend A. Cheela deposition 03/20/2023	8.00
04/05/23	Michael B. Slade - Michael B. Slade, in flight wifi, Travel to New York, NY for Company depositions and meetings from April 2, 2023 through April 5, 2023. 04/05/2023	8.00
04/14/23	Michael B. Slade - Michael B. Slade, in flight wifi, Travel to New York, NY for Company depositions from April 9, 2023 through April 14, 2023. 04/14/2023	8.00
04/16/23	Casey McGushin - Casey McGushin, in flight wifi, Meetings with Company re Company investigation and April omnibus hearings on 4/19 and 4/27. 04/16/2023	8.00
	Total	48.00

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/03/23	Standard Copies or Prints	4.20
04/05/23	Standard Copies or Prints	0.40
04/08/23	Standard Copies or Prints	62.00
04/09/23	Standard Copies or Prints	121.00
04/10/23	Standard Copies or Prints	0.70
04/10/23	Standard Copies or Prints	3.00
04/11/23	Standard Copies or Prints	6.40
04/11/23	Standard Copies or Prints	5.30
04/11/23	Standard Copies or Prints	7.90
04/12/23	Standard Copies or Prints	84.90
04/12/23	Standard Copies or Prints	1.30
04/12/23	Standard Copies or Prints	12.00
04/13/23	Standard Copies or Prints	3.10
04/13/23	Standard Copies or Prints	30.20
04/14/23	Standard Copies or Prints	3.50
04/16/23	Standard Copies or Prints	107.40
04/17/23	Standard Copies or Prints	11.40
04/17/23	Standard Copies or Prints	0.40
04/17/23	Standard Copies or Prints	11.20
04/19/23	Standard Copies or Prints	4.00
04/19/23	Standard Copies or Prints	86.40
04/20/23	Standard Copies or Prints	5.70
04/22/23	Standard Copies or Prints	30.80
04/24/23	Standard Copies or Prints	71.00
04/24/23	Standard Copies or Prints	84.50
04/24/23	Standard Copies or Prints	0.70
04/25/23	Standard Copies or Prints	13.00
04/26/23	Standard Copies or Prints	16.80
04/26/23	Standard Copies or Prints	6.20
04/27/23	Standard Copies or Prints	2.90
04/27/23	Standard Copies or Prints	16.00
04/28/23	Standard Copies or Prints	6.50
	Total	820.80

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/03/23	Color Copies or Prints	43.50
04/03/23	Color Copies or Prints	35.50
04/05/23	Color Copies or Prints	34.00
04/08/23	Color Copies or Prints	186.00
04/09/23	Color Copies or Prints	1,788.00
04/10/23	Color Copies or Prints	663.50
04/10/23	Color Copies or Prints	35.00
04/10/23	Color Copies or Prints	31.50
04/10/23	Color Copies or Prints	884.00
04/11/23	Color Copies or Prints	52.00
04/12/23	Color Copies or Prints	334.00
04/12/23	Color Copies or Prints	157.50
04/13/23	Color Copies or Prints	82.00
04/13/23	Color Copies or Prints	39.50
04/14/23	Color Copies or Prints	18.00
04/16/23	Color Copies or Prints	278.00
04/17/23	Color Copies or Prints	2.00
04/17/23	Color Copies or Prints	0.50
04/19/23	Color Copies or Prints	72.00
04/22/23	Color Copies or Prints	30.00
04/24/23	Color Copies or Prints	3.50
04/24/23	Color Copies or Prints	137.00
04/24/23	Color Copies or Prints	93.50
04/25/23	Color Copies or Prints	19.00
04/26/23	Color Copies or Prints	38.00
04/27/23	Color Copies or Prints	3.00
04/27/23	Color Copies or Prints	31.00
	Total	5,091.50

Outside Messenger Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/13/23	VITAL TRANSPORTATION SERVICES INC - TRF VITAL TRANSPORTATION SERVICES INC - (Package) delivered from Office to Sussberg Home. 01/08/2023	121.35
02/03/23	VITAL TRANSPORTATION SERVICES INC - TRF VITAL TRANSPORTATION SERVICES INC - (Package) delivered from Office to Sussberg Home. 01/07/2023	128.10
03/24/23	VITAL TRANSPORTATION SERVICES INC - RECLASS VITAL TRANSPORTATION SERVICES INC - (Package) delivered from office to M. Reiney home 3/12/23	51.88
	Total	301.33

Local Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/05/23	Michael B. Slade - Michael B. Slade, Taxi, Taxi from Dinner to Hotel re trip to New York, NY for Company depositions and meetings from April 2, 2023 through April 5, 2023. 04/05/2023	24.66
04/10/23	Alexandra Schrader - Alexandra Schrader, Taxi, Taxi from NY Airport to Office for deposition preparation and attend deposition 04/10/2023	56.15
04/10/23	Alexandra Schrader - Alexandra Schrader, Taxi, Taxi from A. Schrader Home to Chicago Airport for deposition preparation and attend deposition 04/10/2023	74.15
04/14/23	Alexandra Schrader - Alexandra Schrader, Taxi, Taxi from Chicago Airport to A. Schrader Home for deposition preparation and attend deposition 04/14/2023	41.04
04/14/23	Alexandra Schrader - Alexandra Schrader, Taxi, Taxi from NY Hotel to NY Airport for deposition preparation and attend deposition 04/14/2023	55.19
04/20/23	Casey McGushin - Casey McGushin, Taxi, Taxi from Office to LaGuardia Airport. Meetings with client re investigation and a hearing. 04/20/2023	89.78
	Total	340.97

Travel Expense

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/13/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Travel to New York for client depositions and meetings from March 13, 2023, through March 17, 2023. 03/13/2023	600.00
03/14/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Travel to New York for client depositions and meetings from March 13, 2023, through March 17, 2023. 03/14/2023	600.00
03/15/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Travel to New York for client depositions and meetings from March 13, 2023, through March 17, 2023. 03/15/2023	600.00
03/16/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Travel to New York for client depositions and meetings from March 13, 2023, through March 17, 2023. 03/16/2023	600.00
03/20/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Travel to New York City for client depositions from March 20, 2023 through March 22, 2023. 03/20/2023	600.00
03/21/23	Casey McGushin - Casey McGushin, Lodging 1 night, Travel to New York, NY for Company (A. Cheela) deposition preparation and attend deposition 03/21/2023	600.00
03/21/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Three-day travel to New York City for client depositions from March 20, 2023 through March 22, 2023. 03/21/2023	600.00
04/02/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Three-day trip to New York City for client depositions and meetings from April 2, 2023 through April 5, 2023. 04/02/2023	600.00
04/03/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Three-day trip to New York City for client depositions and meetings from April 2, 2023 through April 5, 2023. 04/03/2023	600.00
04/04/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Three-day trip to New York City for client depositions and meetings from April 2, 2023 through April 5, 2023. 04/04/2023	600.00
04/09/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Travel to New York City for client depositions from April 9, 2023 through April 14, 2023. 04/09/2023	600.00
04/10/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Travel to New York City for client depositions from April 9, 2023 through April 14, 2023. 04/10/2023	600.00
04/11/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Travel to New York City for client depositions from April 9, 2023 through April 14, 2023. 04/11/2023	600.00

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079956

BlockFi Inc.

Matter Number:

54119-27

Expenses

04/12/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Travel to New York City for client depositions from April 9, 2023 through April 14, 2023. 04/12/2023	600.00
04/13/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Travel to New York City for client depositions from April 9, 2023 through April 14, 2023. 04/13/2023	600.00
04/14/23	Alexandra Schrader - Alexandra Schrader, Lodging 4 nights, New York, NY, Four-day travel to New York, NY for Company depositions and meetings 04/14/2023	2,400.00
04/17/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Two-day trip for client meetings scheduled for April 17, 2023 through April 19, 2023. 04/17/2023	600.00
04/17/23	Casey McGushin - Casey McGushin, Lodging 1 night, New York, Meetings with client re investigation and a hearing. 04/17/2023	600.00
04/18/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Two-day trip for client meetings scheduled for April 17, 2023 through April 19, 2023. 04/18/2023	600.00
04/19/23	Casey McGushin - Casey McGushin, Lodging 1 night, New York, Meetings with client re investigation and a hearing. 04/19/2023	600.00
04/19/23	Casey McGushin - Casey McGushin, Lodging 1 night, New York, Meetings with client re investigation and a hearing. 04/19/2023	600.00
04/20/23	Casey McGushin - Casey McGushin, Lodging 1 night, New York, Meetings with client re investigation and a hearing. 04/20/2023	600.00
	Total	15,000.00

Airfare

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/09/23	Michael B. Slade - Michael B. Slade, Airfare, round trip from Chicago, IL to New York, NY, Coach, Travel for Company depositions and meetings from March 13, 2023, through March 17, 2023. 03/09/2023	460.36
03/09/23	Michael B. Slade - Michael B. Slade, Agency Fee, Travel to New York for client depositions and meetings from March 13, 2023, through March 17, 2023.	58.00
03/09/23	Michael B. Slade - Michael B. Slade, Airfare, one way trip from New York, NY to Chicago, IL, Coach, Travel for Company depositions from March 20, 2023 through March 22, 2023. 03/09/2023	220.98
03/09/23	Michael B. Slade - Michael B. Slade, Agency Fee, one way trip from New York, NY to Chicago, IL, Travel for Company depositions from March 20, 2023 through March 22, 2023. 03/09/2023	58.00
03/19/23	Casey McGushin - Casey McGushin, Airfare, one way trip from New York, NY to Chicago, IL, Coach, Travel for Company deposition preparation and attend deposition. 03/19/2023	353.98
03/21/23	Casey McGushin - Casey McGushin, Agency Fee, one way trip from New York, NY to Chicago, IL Coach, Travel for Company deposition preparation and attend deposition. 03/21/2023	35.00
03/22/23	Michael B. Slade - Michael B. Slade, Agency Fee, round trip from Chicago, IL to New York, NY, Coach, Travel for Company depositions and meetings from April 2, 2023 through April 5, 2023. 03/22/2023	58.00
03/22/23	Michael B. Slade - Michael B. Slade, Airfare, round trip from Chicago, IL to New York, NY, Coach, Travel for Company depositions and meetings from April 2, 2023 through April 5, 2023. 03/22/2023	432.75
04/04/23	Michael B. Slade - Michael B. Slade, Airfare, one way trip from New York, NY to Chicago, IL, Reduced to Coach, Travel for Company depositions and meetings from April 2, 2023 through April 5, 2023. 04/04/2023	220.00
04/05/23	Michael B. Slade - Michael B. Slade, Agency Fee, round trip from Chicago IL to New York, NY, Coach, Travel for Company depositions from April 9, 2023 through April 14, 2023. 04/05/2023	58.00
04/05/23	Michael B. Slade - Michael B. Slade, Airfare, round trip from Chicago, IL to New York, NY, Coach, Travel for Company depositions from April 9, 2023 through April 14, 2023. 04/05/2023	520.30

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079956

BlockFi Inc.

Matter Number:

54119-27

Expenses

04/06/23	Alexandra Schrader - Alexandra Schrader, Agency Fee, round trip from Chicago, IL to New York, NY, Coach, Travel for deposition preparation and attend deposition. 04/06/2023	58.00
04/06/23	Alexandra Schrader - Alexandra Schrader, Airfare, round trip from Chicago, IL to New York, NY, Coach, Travel for deposition preparation and attend deposition 04/06/2023	500.99
04/11/23	Casey McGushin - Casey McGushin, Airfare, one way from Chicago, IL to New York, NY, Coach, Travel for Company meetings re investigation and a hearing. 04/11/2023	453.98
04/13/23	Alexandra Schrader - Alexandra Schrader, Airfare, round trip from Chicago, IL to New York, NY, Coach, Travel for deposition preparation and attend deposition, Refund for ticket exchange. 04/13/2023	(2.84)
04/19/23	Casey McGushin - Casey McGushin, Airfare, one way from New York, NY to Nashville, TN, Coach, Travel for Company meetings re investigation and a hearing. 04/19/2023	174.00
	Total	3,659.50

Transportation to/from airport

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/28/23	WINDY CITY LIMOUSINE - STEVEN M TOTH one way car from Home to Chicago Airport for Company meetings. 02/28/2023	120.22
03/13/23	Michael B. Slade - Michael B. Slade, one way car from Home to Chicago Airport for Company depositions and meetings from March 13, 2023, through March 17, 2023. 03/13/2023	83.00
03/17/23	Michael B. Slade - Michael B. Slade, one way car from Chicago Airport to Home for Company depositions and meetings from March 13, 2023, through March 17, 2023. 03/17/2023	64.18
03/17/23	BOSTON COACH CORPORATION - 03/13/2023 Christine Okike, round trip car from Trenton, NJ to Office for hearing.	807.25
03/17/23	BOSTON COACH CORPORATION - 03/13/2023 Francis Petrie, one way car from Office to Trenton, NJ for hearing.	1,068.99
03/20/23	Casey McGushin - Casey McGushin, one way car from Home LaGuardia Airport to MDW Airport, Chicago, Il Office for A. Cheela deposition preparation sessions and attend deposition.	60.14
03/20/23	Casey McGushin - Casey McGushin, one way car from LaGuardia Airport to K&E NY Office for A. Cheela deposition preparation sessions and attend deposition. 03/20/2023	54.92
03/21/23	Casey McGushin - Casey McGushin, one way car from K&E Office to LaGuardia Airport for A. Cheela deposition preparation sessions and attend deposition. 03/21/2023	74.62
03/22/23	Michael B. Slade - Michael B. Slade, one way car from Hotel to NY Airport for Company depositions from March 20, 2023 through March 22, 2023. 03/22/2023	91.13
03/31/23	VITAL TRANSPORTATION SERVICES INC - Slade Michael, one way car from Office to NY Airport for Company meetings and deposition preparation. 03/17/2023	109.26
03/31/23	SUNNY'S WORLDWIDE - RICHARD UPDIKE SHERM HOWELL, one way car from Home to Chicago Airport for Company meetings. 03/29/2023	137.05
03/31/23	SUNNY'S WORLDWIDE - RICHARD UPDIKE SHERM HOWELL, one way car from Chicago Airport to Home for Company meetings. 03/30/2023	137.05
03/31/23	SUNNY'S WORLDWIDE - RICHARD UPDIKE SHERM HOWELL, one way car from Office to NJ Airport. 03/23/2023	123.62
03/31/23	SUNNY'S WORLDWIDE - RICHARD UPDIKE SHERM HOWELL-from LaGuardia airport to K&E office 03/21/2023	90.80

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079956

BlockFi Inc.

Matter Number:

54119-27

Expenses

03/31/23	SUNNY'S WORLDWIDE - RICHARD UPDIKE SHERM HOWELL, one way car from Office to NY Airport for Company meetings. 03/30/2023	144.59
03/31/23	SUNNY'S WORLDWIDE - MICHAEL B SLADE, one way car from NY Airport to Hotel for Company meetings and deposition preparation. 03/20/2023	90.80
04/02/23	Michael B. Slade - Michael B. Slade, one way car from NY Airport to Hotel for Company depositions and meetings from April 2, 2023 through April 5, 2023. 04/02/2023	63.25
04/02/23	Michael B. Slade - Michael B. Slade, one way car from Home to Chicago Airport for Company depositions and meetings from April 2, 2023 through April 5, 2023. 04/02/2023	34.37
04/05/23	Michael B. Slade - Michael B. Slade, one way car from Hotel to NY Airport for Company depositions and meetings from April 2, 2023 through April 5, 2023. 04/05/2023	91.13
04/10/23	Michael B. Slade - Michael B. Slade, one way car from NY Airport to Hotel for Company depositions from April 9, 2023 through April 14, 2023. 04/10/2023	56.40
04/10/23	Michael B. Slade - Michael B. Slade, one way car from Home to Chicago Airport for Company depositions from April 9, 2023 through April 14, 2023. 04/10/2023	58.54
04/14/23	Michael B. Slade - Michael B. Slade, one way car from Chicago Airport to Home for Company depositions from April 9, 2023 through April 14, 2023. 04/14/2023	69.11
04/14/23	Michael B. Slade - Michael B. Slade, one way car from Hotel to NY Airport for Company depositions from April 9, 2023 through April 14, 2023. 04/14/2023	80.11
	Total	3,710.53

Travel Meals

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/13/23	Michael B. Slade - Michael B. Slade, Travel Meals, Chicago, IL to New York, NY for Company depositions and meetings from March 13, 2023 through March 17, 2023. Michael B. Slade 03/13/2023	60.00
03/14/23	Michael B. Slade - Michael B. Slade, Hotel - Travel Meals, Chicago, IL to New York, NY for Company depositions and meetings from March 13, 2023 through March 17, 2023. Michael B. Slade 03/14/2023	60.00
03/16/23	Michael B. Slade - Michael B. Slade, Hotel - Travel Meals, Chicago, IL to New York, NY for Company depositions and meetings from March 13, 2023, through March 17, 2023. Michael B. Slade 03/16/2023	60.00
03/20/23	Casey McGushin - Casey McGushin, Travel Meals, Chicago, IL to New York, NY for deposition preparation and attend depositions. Casey McGushin 03/20/2023	12.62
03/20/23	Casey McGushin - Casey McGushin, Travel Meals, Chicago, IL to New York, NY for deposition preparation and attend depositions. Casey McGushin 03/20/2023	28.21
03/20/23	Michael B. Slade - Michael B. Slade, Hotel - Travel Meals, Chicago, IL to New York, NY for Company depositions from March 20, 2023 through March 22, 2023. Michael B. Slade 03/20/2023	60.00
03/21/23	Casey McGushin - Casey McGushin, Travel Meals, Chicago, IL to New York, NY for deposition preparation and attend depositions. Casey McGushin 03/21/2023	60.00
03/21/23	Michael B. Slade - Michael B. Slade, Travel Meals, Chicago, IL to New York, NY for Company depositions from March 20, 2023 through March 22, 2023. Michael B. Slade 03/21/2023	60.00
04/03/23	Michael B. Slade - Michael B. Slade, Travel Meals, Chicago, IL to New York, NY for Company depositions and meetings from April 2, 2023 through April 5, 2023. Michael B. Slade 04/03/2023	12.50
04/04/23	Michael B. Slade - Michael B. Slade, Hotel - Travel Meals, Chicago, IL to New York, NY for Company depositions and meetings from April 2, 2023 through April 5, 2023. Michael B. Slade 04/04/2023	60.00
04/05/23	Michael B. Slade - Michael B. Slade, Travel Meals, Detroit, MI to New York, NY for Company depositions and meetings from April 2, 2023 through April 5, 2023. Michael B. Slade 04/05/2023	39.44

04/10/23	Michael B. Slade - Michael B. Slade, Travel Meals for M. Slade and A. Schrader, Chicago, IL to New York, NY for Company depositions from April 9, 2023 through April 14, 2023. Michael B. Slade, Alexandra Schrader 04/10/2023	60.00
04/10/23	Michael B. Slade - Michael B. Slade, Travel Meals, Chicago, IL to New York, NY for Company depositions from April 9, 2023 through April 14, 2023. Michael B. Slade 04/10/2023	40.19
04/10/23	Alexandra Schrader - Alexandra Schrader, Travel Meals, Chicago, IL to New York, NY for Company meetings and depositions. Alexandra Schrader 04/10/2023	13.43
04/12/23	Michael B. Slade - Michael B. Slade, Hotel - Travel Meals, Chicago, IL to New York, NY for Company depositions from April 9, 2023 through April 14, 2023. Michael B. Slade 04/12/2023	60.00
04/12/23	Alexandra Schrader - Alexandra Schrader, Travel Meals, Chicago, IL to New York, NY for deposition preparation and attend deposition. Alexandra Schrader 04/12/2023	21.56
04/13/23	Alexandra Schrader - Alexandra Schrader, Travel Meals, Chicago, IL to New York, NY for deposition preparation and attend deposition. Alexandra Schrader 04/13/2023	57.12
04/14/23	Alexandra Schrader - Alexandra Schrader, Travel Meals, Chicago, IL to New York, NY for deposition preparation and attend deposition. Alexandra Schrader 04/14/2023	13.37
04/16/23	Casey McGushin - Casey McGushin, Travel Meals, Chicago, IL to New York, NY for investigation and April omnibus hearings on 4/19 and 4/27. Casey McGushin 04/16/2023	60.00
04/17/23	Michael B. Slade - Michael B. Slade, Hotel - Travel Meals, Chicago, IL to New York, NY for Company meetings scheduled for April 17, 2023 through April 19, 2023. Michael B. Slade 04/17/2023	60.00
04/17/23	Casey McGushin - Casey McGushin, Travel Meals, Chicago, IL to New York, NY for Company meetings re investigation and April omnibus hearings on 4/19 and 4/27. Casey McGushin 04/17/2023	19.38
04/18/23	Michael B. Slade - Michael B. Slade, Travel Meals, Chicago, IL to New York, NY for Company meetings scheduled for April 17, 2023 through April 19, 2023. Michael B. Slade 04/18/2023	32.48
04/18/23	Michael B. Slade - Michael B. Slade and C. McGushin, Travel Meals, Chicago, IL to New York, NY for Company meetings scheduled for April 17, 2023 through April 19, 2023. Michael B. Slade, Casey McGushin 04/18/2023	120.00
04/18/23	Casey McGushin - Casey McGushin, Hotel - Travel Meals, Chicago, IL to New York, NY for Company meetings re investigation and April omnibus hearings on 4/19 and 4/27. Casey McGushin 04/18/2023	27.84

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079956

BlockFi Inc.

Matter Number:

54119-27

Expenses

04/19/23	Michael B. Slade - Michael B. Slade, Travel Meals, Chicago, IL to New York, NY for Company meetings scheduled for April 17, 2023 through April 19, 2023. Michael B. Slade 04/19/2023	57.98
04/19/23	Casey McGushin - Casey McGushin, Hotel - Travel Meals, Chicago, IL to New York, NY for Company meetings re investigation and April omnibus hearings on 4/19 and 4/27. Casey McGushin 04/19/2023	27.84
04/19/23	Casey McGushin - Casey McGushin, Travel Meals, Chicago, IL to New York, NY for Company meetings re investigation and April omnibus hearings on 4/19 and 4/27. Casey McGushin 04/19/2023	19.38
04/19/23	Casey McGushin - Casey McGushin, Hotel - Travel Meals, Chicago, IL to New York, NY for Company meetings re investigation and April omnibus hearings on 4/19 and 4/27. Casey McGushin 04/19/2023	60.00
04/19/23	Casey McGushin - Casey McGushin, Travel Meals, Chicago, IL to New York, NY for Company meetings re investigation and April omnibus hearings on 4/19 and 4/27. Casey McGushin 04/19/2023	27.84
04/20/23	Casey McGushin - Casey McGushin, Hotel - Travel Meals, Chicago, IL to New York, NY for Company meetings re investigation and April omnibus hearing on 4/27. Casey McGushin 04/20/2023	60.00
04/20/23	Casey McGushin - Casey McGushin, Travel Meals, Chicago, IL to New York, NY for Company meetings re investigation and April omnibus hearing on 4/27. Casey McGushin 04/20/2023	11.30
04/20/23	Casey McGushin - Casey McGushin, Travel Meals, Chicago, IL to New York, NY for Company meetings re investigation and April omnibus hearing on 4/27. Casey McGushin 04/20/2023	18.62
04/20/23	Casey McGushin - Casey McGushin, Hotel - Travel Meals, Chicago, IL to New York, NY for Company meetings re investigation and April omnibus hearing on 4/27. Casey McGushin 04/20/2023	18.29
04/20/23	Casey McGushin - Casey McGushin, Travel Meals, Chicago, IL to New York, NY for Company meetings re investigation and April omnibus hearing on 4/27. Casey McGushin 04/20/2023	20.34
	Total	1,419.73

Court Reporter Fee/Deposition

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/14/23	MAGNA LEGAL SERVICES LLC - TRF MAGNA LEGAL SERVICES LLC – R. Howell purchase of original and 1 certified copy of deposition transcript re Zac Prince.	3,752.39
04/17/23	MAGNA LEGAL SERVICES LLC - Original and 1 certified copy of transcript (deposition stenographer) re David Spack.	2,116.95
04/21/23	MAGNA LEGAL SERVICES LLC - Original and 1 certified copy of transcript (deposition stenographer) re Flori Marquez.	3,075.09
04/21/23	MAGNA LEGAL SERVICES LLC - 1 certified copy of transcript (deposition stenographer) re Amit Cheela.	2,934.66
04/25/23	MAGNA LEGAL SERVICES LLC - TRF MAGNA LEGAL SERVICES LLC – M. Slade purchase of original and 1 certified copy of deposition transcript re Yuri Mushkin.	2,491.30
	Total	14,370.39

Professional Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/17/23	DELOITTE TRANSACTIONS & BUS ANALYTICS - Discovery services for BlockFi re Deloitte consulting services.	2,662.50
03/19/23	LegalPartners Group LLC - Discovery expenses for BlockFi.	2,039.50
03/31/23	DELOITTE TRANSACTIONS & BUS ANALYTICS - Discovery related expenses for BlockFi re Deloitte consulting services.	160,712.02
04/02/23	LegalPartners Group LLC - Discovery expenses for BlockFi.	3,377.28
04/09/23	LegalPartners Group LLC - Professional fees for BlockFi.	3,326.40
04/11/23	DELOITTE TRANSACTIONS & BUS ANALYTICS - Discovery related expenses for BlockFi re Deloitte consulting services.	111,716.18
04/16/23	LEGALPEOPLE - Discovery related expenses for BlockFi.	180.01
04/17/23	CRA INTERNATIONAL INC, Consulting Firm - Professional Fees re research, document review, PowerPoint creation re same, telephone conferences with Company re same through 03/31/2023	177,717.50
	Total	461,731.39

Catering Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/01/23	FLIK - M. Slade Meeting on 2/23/2023	16.00
02/01/23	FLIK - BlockFi Inc. Meeting 2/15/2023	80.00
	Total	96.00

Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/14/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 03/2023 by Jimmy Ryan	175.00
04/14/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 03/2023 by Julia Foster	40.00
04/14/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 03/2023 by Mason Zurek	66.00
04/14/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 03/2023 by Michael Koch	59.00
04/14/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 03/2023 by David Hackel	43.00
04/14/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 03/2023 by Brian Nakhaimousa	169.00
04/14/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 03/2023 by Ziv Ben-Shahar	485.00
04/14/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 03/2023 by Trevor Eck	192.00
	Total	1,229.00

Westlaw Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/01/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McGushin, Casey on 3/1/2023	45.34
03/02/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Eck, Trevor Timothy on 3/2/2023	29.84
03/02/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 3/2/2023	181.14
03/03/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 3/3/2023	22.64
03/06/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Pappas, Alex on 3/6/2023	1,446.08
03/06/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Eck, Trevor Timothy on 3/6/2023	22.64
03/07/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Pappas, Alex on 3/7/2023	460.90
03/07/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 3/7/2023	249.05
03/08/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 3/8/2023	52.13
03/09/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Eck, Trevor Timothy on 3/9/2023	5.44
03/09/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hackel, David on 3/9/2023	22.64
03/09/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 3/9/2023	58.63
03/13/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Pappas, Alex on 3/13/2023	294.70
03/21/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 3/21/2023	45.28
03/21/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Nakhaimousa, Brian on 3/21/2023	90.57
03/22/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 3/22/2023	181.48
03/23/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 3/23/2023	565.34

03/24/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 3/24/2023	174.64
03/29/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 3/29/2023	188.33
	Total	4,136.81

LexisNexis Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/01/23	RELX Inc DBA LexisNexis - LexisNexis Research on 3/1/2023 by Sarah Margolis	153.55
03/02/23	RELX Inc DBA LexisNexis - LexisNexis Research on 3/2/2023 by Rob Jacobson	207.11
03/02/23	RELX Inc DBA LexisNexis - LexisNexis Research on 3/2/2023 by Sarah Margolis	51.71
03/03/23	RELX Inc DBA LexisNexis - LexisNexis Research on 3/3/2023 by Mason Zurek	103.56
03/08/23	RELX Inc DBA LexisNexis - LexisNexis Research on 3/8/2023 by Isabella Paretti	50.13
03/22/23	RELX Inc DBA LexisNexis - LexisNexis Research on 3/22/2023 by Michael Koch	310.29
03/23/23	RELX Inc DBA LexisNexis - LexisNexis Research on 3/23/2023 by Michael Koch	51.71
03/24/23	RELX Inc DBA LexisNexis - LexisNexis Research on 3/24/2023 by Michael Koch	151.97
03/29/23	RELX Inc DBA LexisNexis - LexisNexis Research on 3/29/2023 by Michael Koch	724.00
	Total	1,804.03

Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/05/23	Sarah R. Margolis - Sarah R. Margolis, Taxi, OT car transfer from office to home. 03/05/2023	24.88
03/09/23	Sarah R. Margolis - Sarah R. Margolis, Taxi, OT car transfer from office to home. 03/09/2023	22.23
03/14/23	Sarah R. Margolis - Sarah R. Margolis, Taxi, OT car transfer from office to home. 03/14/2023	18.75
03/15/23	Sarah R. Margolis - Sarah R. Margolis, Taxi, OT car transfer from office to home. 03/15/2023	25.39
03/21/23	Sarah R. Margolis - Sarah R. Margolis, Taxi, OT car transfer from office to home. 03/21/2023	26.94
	Total	118.19

Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/05/23	Nakhaimousa Brian 2/2/2023 OT Meal	40.00
02/05/23	Petrie Francis 2/2/2023 OT Meal	40.00
02/26/23	Eck Trevor 2/23/2023 OT Meal	32.96
02/26/23	Petrie Francis 2/23/2023 OT Meal	40.00
02/26/23	Petrie Francis 2/24/2023 OT Meal	40.00
02/28/23	Francis Petrie - Overtime Meals, New York OT meal. Francis Petrie 02/28/2023	39.08
03/05/23	Paretti Isabella J. 3/2/2023 OT Meal	36.62
03/05/23	Petrie Francis 2/27/2023 OT Meal	40.00
03/12/23	Petrie Francis 3/8/2023 OT Meal	40.00
03/19/23	Petrie Francis 3/13/2023 OT Meal	40.00
03/21/23	Sarah R. Margolis - Sarah R. Margolis, Overtime Meals - Attorney, New York, NY OT meal. Sarah R. Margolis 03/21/2023	40.00
04/02/23	Nakhaimousa Brian 3/28/2023 OT Meal	37.59
04/02/23	Paretti Isabella J. 3/30/2023 OT Meal	32.34
	Total	498.59

Overnight Delivery - Hard

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/27/23	FEDERAL EXPRESS to R. Howell at K&E Chicago Office - 525003932452	64.07
	Total	64.07

Computer Database Research - Soft

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/01/23	PACER Usage for 03/2023	4.60
03/01/23	PACER Usage for 03/2023	0.30
03/01/23	PACER Usage for 03/2023	84.40
03/01/23	PACER Usage for 03/2023	17.10
	Total	106.40

TOTAL EXPENSES **\$ 514,547.23**

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079957

Client Matter: 54119-29

In the Matter of Wallet Withdrawal Relief

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 278,337.50

Total legal services rendered

\$ 278,337.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
David Hackel	0.20	735.00	147.00
Rob Jacobson	118.60	1,155.00	136,983.00
Sarah R. Margolis	21.10	995.00	20,994.50
Christine A. Okike, P.C.	3.80	1,850.00	7,030.00
Isabella J. Paretti	63.40	735.00	46,599.00
Francis Petrie	24.20	1,295.00	31,339.00
Michael B. Slade	19.00	1,855.00	35,245.00
TOTALS	250.30		\$ 278,337.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/09/23	Sarah R. Margolis	0.10	Correspond with F. Petrie, J. Ryan re wallet inquiry.
04/02/23	Michael B. Slade	1.20	Review documents re UCC diligence requests re wallet.
04/03/23	Sarah R. Margolis	0.60	Review revise wallet reply (.5); correspond with I. Paretti re same (.1).
04/03/23	Isabella J. Paretti	3.30	Review, revise reply re wallet withdrawal reply (2.6); review diligence re same (.5); correspond with S. Margolis re same (.2).
04/04/23	Rob Jacobson	3.30	Review, comment on reply in support of wallet motion (2.9); telephone conference with S. Margolis, I. Paretti re same (.4).
04/04/23	Sarah R. Margolis	3.30	Review, revise wallet reply (.7); correspond with I. Paretti re same (.1); review, revise objections summary (1.0); correspond with I. Paretti, R. Jacobson re same (.1); review, revise wallet reply (.5); office conference with I. Paretti re wallet reply (.3); telephone conference with R. Jacobson, I. Paretti re same (.6).
04/04/23	Isabella J. Paretti	2.80	Review, revise reply re wallet withdrawal motion (1.1); review, revise corresponding exhibit re same (.7); correspond with S. Margolis re same (.1); correspond with R. Jacobson re same (.1); conference with S. Margolis re same (.3); conference with R. Jacobson, S. Margolis re same (.5).
04/05/23	Sarah R. Margolis	0.40	Review, revise wallet reply (.3); correspond with I. Paretti re same (.1).
04/05/23	Isabella J. Paretti	2.80	Review, revise reply in support of wallet withdrawal motion (2.6); correspond with S. Margolis re same (.2).
04/07/23	Isabella J. Paretti	2.00	Correspond with F. Petrie re wallet diligence (.3); review same (.2); draft narrative re same (.3); research re same (1.1); correspond with R. Jacobson re same (.1).
04/08/23	Isabella J. Paretti	0.20	Correspond with Company re wallet diligence.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/10/23	Rob Jacobson	7.00	Review, analyze diligence materials re wallet diligence requested by counsel to ad hoc committee (1.3); correspond with Company re same (.6); draft cover note re same (3.9); correspond with M. Slade re same (.2); correspond with Company re data, diligence, cover note for counsel to ad hoc committee (.4); review, analyze wallet withdrawal declaration, draft brief (.6).
04/10/23	Sarah R. Margolis	0.50	Review, revise Wallet reply (.4); correspond with I. Paretti re same (.1).
04/10/23	Isabella J. Paretti	1.90	Correspond with R. Jacobson re wallet diligence (.2); research supporting documentation re same (.3); review, revise reply re wallet withdrawal reply brief (1.2); correspond with S. Margolis re same (.2).
04/11/23	Rob Jacobson	6.00	Review, revise wallet reply brief (2.7); correspond with Company re same (.2); review, analyze diligence materials re same (.5); review, revise letter to counsel to ad hoc committee re same (1.8); correspond with S. Margolis, I. Paretti re same (.3); review, comment on declaration in support of wallet withdrawal relief re same (.5).
04/11/23	Sarah R. Margolis	0.50	Telephone conference with R. Jacobson re wallet reply brief (.4); correspond with R. Jacobson, I. Paretti re same (.1).
04/11/23	Christine A. Okike, P.C.	1.40	Review responses to ad hoc wallet committee diligence requests.
04/11/23	Isabella J. Paretti	0.80	Review letters re wallet diligence (.3); correspond with R. Jacobson re same (.2); draft summary re same (.2); correspond with S. Margolis re same (.1).
04/12/23	Rob Jacobson	5.00	Review, revise reply brief in support of wallet relief (3.5); review, analyze issues re same (.4); review, diligence materials, communication materials re same (.6); review, revise brief re same (.5).
04/13/23	Rob Jacobson	3.10	Review, comment on wallet withdrawal reply brief (2.8); correspond with I. Paretti, S. Margolis re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/13/23	Isabella J. Paretti	0.50	Correspond with R. Jacobson re wallet withdrawal reply brief and declaration (.2); research diligence materials re same (.1); review draft reply re same (.2).
04/14/23	Michael B. Slade	1.70	Telephone conference with R. Jacobson, K&E team, Haynes and Boone, re deposition re wallet withdrawal motion (.5); review and revise reply brief re same (1.2).
04/18/23	David Hackel	0.20	Research re wallet withdrawal reply (.1); correspond with I. Paretti re same (.1).
04/18/23	Rob Jacobson	0.30	Telephone conference with counsel to ad hoc committee, Deferred 1031, M. Slade re wallet briefing schedule (.2); correspond with F. Petrie, K&E team re same (.1).
04/18/23	Sarah R. Margolis	0.70	Telephone conference with I. Paretti re wallet reply (.2); research re terms of service, contractual obligations (.5).
04/18/23	Isabella J. Paretti	1.60	Conference with S. Margolis re wallet withdrawal reply brief (.4); correspond with R. Jacobson, K&E team re same (.2); research case law re same (.9); correspond with T. Eck, D. Hackel re same (.1).
04/18/23	Francis Petrie	0.40	Telephone conference with Troutman Pepper, M. Slade re wallet briefing and schedule (.2); correspond with R. Jacobson, K&E team re same (.1); prepare for same (.1).
04/18/23	Michael B. Slade	0.50	Telephone conference with counsel to the ad hoc committee re wallet withdrawal motion (.3); correspond with counsel to the ad hoc committee re same (.2).
04/19/23	Sarah R. Margolis	1.90	Review, revise wallet reply brief (1.8); correspond with I. Paretti re same (.1).
04/19/23	Sarah R. Margolis	0.40	Correspond with I. Paretti re reply (.1); review, analyze reply (.3).
04/19/23	Isabella J. Paretti	1.80	Review, revise reply in support of wallet withdrawal motion (1.5); correspond with S. Margolis re same (.2); correspond with R. Jacobson re same (.1).
04/20/23	Rob Jacobson	1.40	Review, comment on reply brief and related declaration (.6); correspond with F. Petrie re draft stipulations (.8).
04/20/23	Francis Petrie	0.80	Correspond with R. Jacobson re draft wallet stipulations.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/21/23	Rob Jacobson	0.80	Review, analyze draft wallet stipulations from ad hoc committee.
04/21/23	Rob Jacobson	4.00	Draft presentation demonstrative re wallet withdrawal motion, declaration, reply brief.
04/21/23	Sarah R. Margolis	0.30	Correspond with R. Jacobson, I. Paretti re wallet reply, presentation (.2); review, analyze Wallet presentation (.1).
04/21/23	Isabella J. Paretti	0.60	Review, analyze proposed stipulated facts from Ad Hoc Committee (.5); correspond with R. Jacobson, K&E team re same (.1).
04/22/23	Rob Jacobson	2.30	Telephone conference with M. Slade, F. Petrie re wallet stipulations (.3); prepare for same (.7); conference with I. Paretti re wallet stipulation (.3); review, comment on same (1.0).
04/22/23	Isabella J. Paretti	5.00	Review, revise draft of stipulated facts re wallet withdrawal relief (3.8); conference with R. Jacobson re same (.3); conference with M. Slade, K&E team re same (.7); correspond with R. Jacobson, K&E team re same (.2).
04/22/23	Francis Petrie	1.00	Telephone conference re wallet stipulations (.5); review draft stipulations (.5).
04/22/23	Michael B. Slade	1.70	Review and revise proposed stipulation re wallet withdrawal motion (1.3); telephone conference with Brown Rudnick re same (.1); telephone conference with R. Jacobson, F. Petrie, and I. Paretti re wallet pleading (.3).
04/23/23	Rob Jacobson	8.90	Review, comment on draft wallet stipulations (3.9); research diligence materials re same (1.2); review, analyze same re wallet stipulations (.7); review, revise draft wallet stipulation (2.8); correspond with I. Paretti re same (.2); M. Slade re same (.1).
04/23/23	Isabella J. Paretti	5.10	Review, revise stipulated facts re wallet withdrawal relief (2.6); correspond with R. Jacobson re same (.3); draft list of defined terms re same (2.1); conference with R. Jacobson re same (.1).
04/23/23	Michael B. Slade	4.10	Review documents re deposition preparation re wallet withdrawal relief (2.8); review, revise stipulated facts re same (1.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/24/23	Rob Jacobson	11.90	Review, revise presentation re wallet withdrawal relief (2.1); research diligence materials re same (.4); review, revise draft wallet stipulations (3.9); correspond with M. Slade, Company re same (.3); review, revise draft stipulations re feedback (3.4); draft issues list re same (.9); correspond with Company re diligence (.2); review, analyze diligence, public communications materials re same (.7).
04/24/23	Isabella J. Paretti	3.60	Review, revise stipulated facts re company comments (2.8); correspond with R. Jacobson re same (.4); review company diligence and letters re omnibus wallets re same (.3); correspond with S. Margolis re same (.1).
04/24/23	Francis Petrie	1.20	Review stipulations re wallet litigation (.8); correspond with M. Slade and R. Jacobson re same (.4).
04/24/23	Michael B. Slade	0.60	Review diligence, pleadings re wallet withdrawal motion.
04/25/23	Rob Jacobson	11.10	Review, revise draft stipulations (.8); review and revise exhibits (1.2); correspond with counsel to ad hoc committee re stipulations (.2); telephone conference with M. Slade re same (.2); telephone conference with counsel to ad hoc committee of wallet holders re proposed stipulated facts (.9); review, revise draft stipulated facts (1.9); correspond with Company, M. Slade, K&E team re same (.3); telephone conference with I. Paretti, S. Margolis re wallet workstreams, stipulated facts (.3); conference with F. Petrie re same (.3); draft discussion list (1.4); correspond with Company re same (.1); review, revise draft declaration (3.5).
04/25/23	Sarah R. Margolis	0.60	Review, analyze stipulated facts (.2); telephone conference with R. Jacobson, I. Paretti re stipulated facts (.3); correspond with I. Paretti, R. Jacobson re wallet pleadings (.1).
04/25/23	Isabella J. Paretti	2.30	Draft exhibits re stipulated facts re wallet withdrawal motion (1.3); revise same (.4); correspond with R. Jacobson re same (.3); conference with R. Jacobson, S. Margolis re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/25/23	Francis Petrie	2.20	Telephone conference with R. Jacobson re wallet relief (.5); review stipulated facts re same (.8); correspond with R. Jacobson, K&E team re strategy and diligence (.9).
04/26/23	Rob Jacobson	14.60	Conference with company re draft stipulated facts re ad hoc committee questions (1.1); prepare for same (2.5); review, revise wallet draft stipulated facts re disputes with counsel to ad hoc committee (1.2); review, revise same re comments from Company feedback on draft stipulations (2.6); conference with F. Petrie re same (.2); correspond with M. Slade, C. Okike, F. Petrie, Company re revised draft stipulated facts (.5); correspond with counsel for ad hoc committee re same (.2); review, analyze wallet withdrawal matters, case law, reply brief (2.3); review, analyze counsel for ad hoc committee draft of stipulated facts (.6); review, revise draft stipulated facts (3.4).
04/26/23	Sarah R. Margolis	1.20	Review, analyze issues list (.3); telephone conference with M. Henry, Company, R. Jacobson, K&E team re stipulated facts (.4); review, analyze same (.5).
04/26/23	Christine A. Okike, P.C.	0.30	Telephone conference with Company, R. Jacobson, and K&E team re wallet.
04/26/23	Isabella J. Paretti	3.80	Conference with R. Jacobson, company re stipulated facts (1.4); draft, revise notes re same (.5); review, revise stipulated facts re same (1.2); revise exhibits re same (.7).
04/26/23	Francis Petrie	1.90	Telephone conference with R. Jacobson, Company re wallet stipulated facts (.7); review stipulations draft (.4); correspond and conferences with R. Jacobson re wallet diligence process (.8).
04/26/23	Michael B. Slade	0.90	Review proposed fact stipulation re wallet withdrawal motion.

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BlockFi Inc. Matter Number: 54119-29
Wallet Withdrawal Relief

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/27/23	Rob Jacobson	15.10	Review, revise draft wallet declaration (2.7); review, analyze diligence re same (1.2); prepare for telephone conference with counsel to ad hoc committee (.6); telephone conference with counsel to ad hoc committee, UCC, F. Petrie re draft wallet stipulated facts, discovery for wallet withdrawal relief (.7); review, revise draft reply brief (2.5); telephone conferences with F. Petrie re wallet matters (.3); telephone conference with M. Henry, Company, M. Slade re deposition preparations for deposition requested by counsel to ad hoc committee (.5); review, revise draft Cheela declaration in support of wallet withdrawal relief (3.9); review, analyze comments from Company, M. Slade re same (.6); review, revise declaration re same (2.1).
04/27/23	Sarah R. Margolis	3.10	Conferences with R. Jacobson, K&E team, Company re deposition preparations re Wallet motion (2.0); telephone conferences with R. Jacobson re wallet pleadings (.5); telephone conference with I. Paretti re same (.3); review, revise pleadings re same (.3).
04/27/23	Christine A. Okike, P.C.	1.10	Telephone conference with Company, M. Slade, K&E team re Wallet motion.
04/27/23	Isabella J. Paretti	4.80	Conference with M. Slade, K&E team, Company re deposition preparation re wallet withdrawal motion (2.8); conference with M. Slade, K&E team re same (.2); conference with S. Margolis re same (.3); correspond with M. Slade, R. Jacobson re same (.1); compile all deposition-related materials re same (1.2); correspond with R. Jacobson re same (.2).
04/27/23	Francis Petrie	2.40	Telephone conference with R. Jacobson re wallet matters (.3); telephone conference with UCC, counsel to ad hoc committee of wallet holders re wallet issues and stipulations (.5); telephone conference with M. Slade re wallet approach (.3); review declarations and reply chart re same (.9); correspond with I. Paretti re wallet pleadings (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/27/23	Michael B. Slade	2.60	Telephone conference with witnesses re wallet deposition preparation (2.2); correspond with witness, Company re same re same (.2); conference with D. Besikof re procedure for wallet hearing (.1); correspond with Company re same (.1).
04/28/23	Rob Jacobson	15.50	Review, revise Cheela declaration in support of wallet withdrawal relief (3.9); review, revise brief in support of wallet withdrawal relief (3.5); review, revise chart attachment re same (1.3); conference and correspond with F. Petrie re wallet withdrawal litigation (.8); review, revise reply brief re updated declaration (1.2); correspond with M. Slade, company re same (.4); review, revise Cheela declaration re Company comments, feedback (2.3); review, analyze ad hoc committee objection, stipulation, related materials (1.3); review, revise reply brief re same (.8).
04/28/23	Sarah R. Margolis	4.80	Conference with R. Jacobson, I. Paretti re wallet pleadings (.3); review, revise wallet reply, objections (3.9); correspond with I. Paretti, R. Jacobson re same (.3); review, analyze declaration re same (.3).
04/28/23	Isabella J. Paretti	7.40	Conference with R. Jacobson re wallet pleadings (.3); conference with F. Petrie, K&E team re same (.2); review diligence re attempted transactions (1.0); draft table re same (.7); review pleadings in precedent re adversary proceeding issue re same (.4); draft summary re same (.1); review, revise objection summary re same (.7); correspond with M. Slade, K&E team re same (.1); review, revise exhibits re declaration re same (1.9); correspond with R. Jacobson re same (.2); review, revise declaration re same (1.5); review, revise reply re same (.3).
04/28/23	Francis Petrie	6.80	Review and revise wallet pleadings (4.2); correspond with R. Jacobson, M. Slade re same (.8); conference and correspond with R. Jacobson re same (.8); revise reply and Cheela declaration (1.0).
04/28/23	Michael B. Slade	0.80	Telephone conference with R. Jacobson re wallet matters (.3); revise wallet brief re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/29/23	Rob Jacobson	8.30	Conference with A. Cheela, Company, M. Slade re wallet declaration (.4); review, revise same (2.8); review, revise reply brief re same (3.3); telephone conferences with F. Petrie re same (.5); telephone conference with M. Slade re declaration (.2); review, revise analyze wallet stipulations provided by counsel to Deferred 1031 and counsel to ad hoc committee (1.1).
04/29/23	Sarah R. Margolis	2.70	Review, revise Wallet responses chart (2.0); review, revise Wallet reply, declaration (.5); correspond with I. Paretti re same (.2).
04/29/23	Christine A. Okike, P.C.	1.00	Review wallet declaration.
04/29/23	Isabella J. Paretti	13.10	Review, revise reply re wallet withdrawal motion (3.9); review revise declaration re same (3.9); review, revise exhibit re reply re same (1.2); review, revise exhibits re declaration re same (1.8); compile documents for filing re same (.8); conference with the company re same (.1); conference with R. Jacobson re same (.2); conference with S. Margolis re same (.1); conference with M. Slade, K&E team, Haynes and Boone, company re same (.2); correspond with R. Jacobson re same (.4); correspond with F. Petrie re same (.2); correspond with S. Margolis re same (.2); correspond with M. Slade re same (.1).
04/29/23	Francis Petrie	7.50	Review, revise, wallet declaration (3.0); review, revise reply to objection re same (3.0); telephone conferences with R. Jacobson re same (.5); correspond with M. Slade, I. Paretti, K&E team re same (1.0).
04/29/23	Michael B. Slade	4.90	Analyze wallet brief and wallet declaration (3.9); conference with F. Petrie re same (1.0).
Total		250.30	